

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On August 18, 2011, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Notice of Adjournment of Reorganized Debtors' Motion Under 11 U.S.C. § 105 and Fed. R. Bankr. P. 9014 for Leave to (I) Supplement The Record of the June 21, 2011 Hearing and (II) File the Reorganized Debtors' Statement Regarding Service of the Final Extension Motion ("Notice of Adjournment of Motion Regarding Service of the Final Extension Motion") (Docket No. 21527) [a copy of which is attached hereto as Exhibit C]
- 2) Reorganized Debtors' Objection to Motion of Methode Electronics, Inc. for Leave to File its Amended Counterclaim Against the Reorganized Debtors in Michigan (Docket No. 21529) [a copy of which is attached hereto as Exhibit D]

On August 18, 2011, I caused to be served the document listed below upon the parties listed on Exhibit E hereto via overnight mail:

- 3) Notice of Adjournment of Reorganized Debtors' Motion Under 11 U.S.C. § 105 and Fed. R. Bankr. P. 9014 for Leave to (I) Supplement The Record of the June 21, 2011 Hearing and (II) File the Reorganized Debtors' Statement Regarding Service of the Final Extension Motion ("Notice of Adjournment of Motion Regarding Service of the Final Extension Motion") (Docket No. 21527) [a copy of which is attached hereto as Exhibit C]

On August 18, 2011, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight mail:

- 4) Reorganized Debtors' Objection to Motion of Methode Electronics, Inc. for Leave to File its Amended Counterclaim Against the Reorganized Debtors in Michigan (Docket No. 21529) [a copy of which is attached hereto as Exhibit D]

Dated: August 23, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 23<sup>rd</sup> day of August, 2011, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

# **EXHIBIT A**

## Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	EMAIL	PARTY / FUNCTION
Barnes & Thornburg LLP	Deborah L. Thorne Kathleen L. Matsoukas	One N Wacker Drive	Suite 4400	Chicago	IL	60606	312-357-1313	<a href="mailto:dthorne@btlaw.com">dthorne@btlaw.com</a> <a href="mailto:kmatsoukas@btlaw.com">kmatsoukas@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions)
Delphi Automotive Systems LLP	Sean Corcoran Karen Craft David M. Sherbin	5725 Delphi Drive		Troy	MI	48098	248-813-2000	<a href="mailto:sean.p.corcoran@delphi.com">sean.p.corcoran@delphi.com</a> <a href="mailto:karen.i.craft@delphi.com">karen.i.craft@delphi.com</a> <a href="mailto:david.sherbin@delphi.com">david.sherbin@delphi.com</a>	Delphi Automotive Systems LLP
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq. Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	<a href="mailto:fgorman@honigman.com">fgorman@honigman.com</a> <a href="mailto:rweiss@honigman.com">rweiss@honigman.com</a>	Counsel to General Motors Corporation
Ruskin Moscou Faltischek PC	Jeffrey A. Wurst, Esq.	1425 RXR Plaza	15th Floor	Uniondale	NY	11556	516-663-6535	<a href="mailto:jwurst@rmfpc.com">jwurst@rmfpc.com</a>	
Skadden, Arps, Slate, Meagher & Flom LLP	Ron E. Meisler	155 N Wacker Drive	Suite 2700	Chicago	IL	60606-1720	312-407-0700	<a href="mailto:rmeisler@skadden.com">rmeisler@skadden.com</a>	Counsel to the Reorganized Debtor
Weil, Gotshal & Manges LLP	Harvey R. Miller Robert J. Lemons	767 Fifth Avenue		New York	NY	10153	212-310-8500	<a href="mailto:harvey.miller@weil.com">harvey.miller@weil.com</a> <a href="mailto:robert.lemons@weil.com">robert.lemons@weil.com</a>	Counsel to General Motors Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Adalberto Cañadas Castillo		Avda Ramon de Carranza	10-1º	Cadiz		11006	Spain	34 956 226 311	<a href="mailto:adalberto@canadas.com">adalberto@canadas.com</a>	Representative to DASE
Adler Pollock & Sheehan PC	Joseph Avanzato	One Citizens Plz 8th Fl		Providence	RI	02903		401-274-7200	<a href="mailto:javanzato@apslaw.com">javanzato@apslaw.com</a>	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft
Airgas, Inc.	David Boyle	259 Radnor-Chester Road, Suite 100	P.O. Box 6675	Radnor	PA	19087-8675		610-902-6028	<a href="mailto:david.boyle@airgas.com">david.boyle@airgas.com</a>	Counsel to Airgas, Inc.
Akebono Brake Corporaton	Brandon J. Kessinger	310 Ring Road		Elizabethtown	KY	42701		270-234-5580	<a href="mailto:bkessinger@akebono-usa.com">bkessinger@akebono-usa.com</a>	Representative for Akebono Corporation
Akin Gump Strauss Hauer & Feld, LLP	Ira S Dizengoff	One Bryant Park		New York	NY	10036		212-872-1000	<a href="mailto:idizengoff@akingump.com">idizengoff@akingump.com</a>	Counsel to TAI Unsecured Creditors Liquidating Trust
Allen Matkins Leck Gamble & Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	<a href="mailto:mgreger@allenmatkins.com">mgreger@allenmatkins.com</a>	Counsel to Kilroy Realty, L.P.
Alliance for Sustainable Energy LLC	National Renewable Energy Laboratory	Jim Martin Senior Attorney	1617 Golden Blvd MS 1734	Golden	CO	80401		303-384-7497	<a href="mailto:jim.martin@nrel.gov">jim.martin@nrel.gov</a>	Counsel for National Renewable Energy Laboratory
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	<a href="mailto:craig.freeman@alston.com">craig.freeman@alston.com</a>	Counsel to Cadence Innovation, LLC
Alston & Bird, LLP	Dennis J. Connolly; David A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404-881-7269	<a href="mailto:dconnolly@alston.com">dconnolly@alston.com</a> <a href="mailto:dwender@alston.com">dwender@alston.com</a>	Counsel to Cadence Innovation, LLC, PD George Co, Furukawa Electric Company, Ltd., and Furukawa Electric North America APD, Inc.
American Axle & Manufacturing, Inc.	Steven R. Keyes	One Dauch Drive, Mail Code 6E-2-42		Detroit	MI	48243		313-758-4868	<a href="mailto:steven.keyes@aam.com">steven.keyes@aam.com</a>	Representative for American Axle & Manufacturing, Inc.
Anglin, Flewelling, Rasmussen, Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	Suite 600	Pasadena	CA	91101-2459		626-535-1900	<a href="mailto:mtf@afrc.com">mtf@afrc.com</a>	Counsel to Stanley Electric Sales of America, Inc.
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	<a href="mailto:Hirsh.Robert@arentfox.com">Hirsh.Robert@arentfox.com</a>	Counsel to Pullman Bank and Trust Company
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	<a href="mailto:dladdin@agq.com">dladdin@agq.com</a>	Counsel to Daishinku (America) Corp. d/b/a KDS America ("Daishinku"), SBC Telecommunications, Inc. (SBC)
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	<a href="mailto:joel_gross@aporter.com">joel_gross@aporter.com</a>	Counsel to CSX Transportation, Inc.
ATS Automation Tooling Systems Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	<a href="mailto:calloway@atsautomation.com">calloway@atsautomation.com</a>	Company
Balch & Bingham LLP	Eric T. Ray	PO Box 306		Birmingham	AL	35201		205-251-8100	<a href="mailto:eray@balch.com">eray@balch.com</a>	Attorney for Alabama Power Company
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	Kimberly J. Robinson	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	<a href="mailto:kim.robinson@bfkn.com">kim.robinson@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barack, Ferrazzano, Kirschbaum & Nagelberg LLP	William J. Barrett	200 W Madison St Ste 3900		Chicago	IL	60606		312-984-3100	<a href="mailto:william.barrett@bfkn.com">william.barrett@bfkn.com</a>	Counsel to Motion Industries, Inc., EIS, Inc. and Johnson Industries, Inc.
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:alan.mills@btlaw.com">alan.mills@btlaw.com</a>	Counsel to Mays Chemical Company
Barnes & Thornburg LLP	Damon R Leichty	600 1st Source Bank Center	100 North Michigan	South Bend	IN	46601		574-233-1171	<a href="mailto:damon.leichty@btlaw.com">damon.leichty@btlaw.com</a>	Counsel to Bank of America, N.A.
Barnes & Thornburg LLP	David M. Powlen	1000 N West Street	Suite 1200	Wilmington	DE	19801		302-888-4536	<a href="mailto:david.powlen@btlaw.com">david.powlen@btlaw.com</a>	Counsel to Howard County, Indiana

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Barnes & Thornburg LLP	Deborah L. Thorne	One North Wacker Drive	Suite 4400	Chicago	IL	60606		312-357-1313	<a href="mailto:deborah.thorne@btlaw.com">deborah.thorne@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions)
Barnes & Thornburg LLP	John T. Gregg	171 Monroe Avenue NW	Suite 1000	Grand Rapids	MI	49503		616-742-3930	<a href="mailto:jgregg@btlaw.com">jgregg@btlaw.com</a>	Counsel to Priority Health; Clarion Corporation of America; Continental AG and Affiliates
Barnes & Thornburg LLP	Kathleen L. Matsoukas	One North Wacker Drive	Suite 4400	Chicago	IL	60606		312-357-1313	<a href="mailto:kathleen.matsoukas@btlaw.com">kathleen.matsoukas@btlaw.com</a>	Counsel to Johnson Controls Battery Group, Inc.; Johnson Controls, Inc. (Power Solutions); Howard County, Indiana
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:mark.owens@btlaw.com">mark.owens@btlaw.com</a>	Counsel to Clarion Corporation of America
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:michael.mccrory@btlaw.com">michael.mccrory@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation; Clarion Corporation of America
Barnes & Thornburg LLP	Patrick E. Mears	171 Monroe Avenue NW	Suite 1000	Grand Rapids	MI	49503		616-742-3936	<a href="mailto:pmears@btlaw.com">pmears@btlaw.com</a>	Counsel to Armada Rubber Manufacturing Company, Bank of America Leasing & Leasing & Capital, LLC, & AutoCam Corporation
Barnes & Thornburg LLP	Sarah Quinn Kuhny	600 1st Source Bank Center	100 North Michigan	South Bend	IN	46601		574-233-1171	<a href="mailto:sarah.kuhny@btlaw.com">sarah.kuhny@btlaw.com</a>	Counsel to Bank of America, N.A.
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	<a href="mailto:wendy.brewer@btlaw.com">wendy.brewer@btlaw.com</a>	Counsel to Gibbs Die Casting Corporation
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	<a href="mailto:ffm@bostonbusinesslaw.com">ffm@bostonbusinesslaw.com</a>	Counsel to Iron Mountain Information Management, Inc.
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	<a href="mailto:tom@beemanlawoffice.com">tom@beemanlawoffice.com</a>	Counsel to Madison County (Indiana) Treasurer
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	<a href="mailto:hannah@blbglaw.com">hannah@blbglaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenforde ABP
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226		313-496-1200	<a href="mailto:murph@berrymoorman.com">murph@berrymoorman.com</a>	Counsel to Kamax L.P.; Optrex America, Inc.; GKN Sinter Metals, Inc.
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:klaw@bbslaw.com">klaw@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:lschwab@bbslaw.com">lschwab@bbslaw.com</a>	Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation; Solectron De Mexico SA de CV; Solectron Invotronics; Coherent, Inc.; Veritas Software Corporation
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	<a href="mailto:tgaa@bbslaw.com">tgaa@bbslaw.com</a>	Counsel to Veritas Software Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Bingham McHale LLP	Whitney L Mosby	10 West Market Street	Suite 2700	Indianapolis	IN	46204		317-635-8900	<a href="mailto:wmosby@binghammchale.com">wmosby@binghammchale.com</a>	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Blank Rome LLP	Marc E. Richards	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-885-5000	<a href="mailto:mrichards@blankrome.com">mrichards@blankrome.com</a>	Counsel to DENSO International America, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243		313-393-7592	<a href="mailto:rmcdowell@bodmanllp.com">rmcdowell@bodmanllp.com</a>	Counsel to Freudenberg-NOK; General Partnership; Freudenberg-NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc.
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:chill@bsk.com">chill@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:csullivan@bsk.com">csullivan@bsk.com</a>	Counsel to Diemolding Corporation
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	<a href="mailto:sdonato@bsk.com">sdonato@bsk.com</a>	Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy Plastics Corp; Diemolding Corporation
Boult, Cummings, Conners & Berry, PLC	Austin L. McMullen	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	<a href="mailto:amcmullen@bccb.com">amcmullen@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Boult, Cummings, Conners & Berry, PLC	Roger G. Jones	1600 Division Street, Suite 700	PO Box 34005	Nashville	TN	37203		615-252-2307	<a href="mailto:rjones@bccb.com">rjones@bccb.com</a>	Counsel to Calsonic Kansei North America, Inc.; Calsonic Harrison Co., Ltd.
Brembo S.p.A.	Massimiliano Cini	Administration Department via Brembo 25	24035 Curno BG	Bergamo			Italy	00039-035-605-529	<a href="mailto:massimiliano_cini@brembo.it">massimiliano_cini@brembo.it</a>	Creditor
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	<a href="mailto:dludman@brownconnery.com">dludman@brownconnery.com</a>	Counsel to SAP America, Inc.
Buchalter Nemer, A Profesional Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	<a href="mailto:schristianson@buchalter.com">schristianson@buchalter.com</a>	Counsel to Oracle USA, Inc.; Oracle Credit Corporation
Buchanan Ingersoll & Rooney PC	Mark Pfeiffer	50 S. 16th St Ste 3200		Philadelphia	PA	19102		215-665-8700	<a href="mailto:mark.pfeiffer@bipc.com">mark.pfeiffer@bipc.com</a>	Counsel to ATEL Leasing Corp.
Buchanan Ingersoll & Rooney PC	Mary Caloway	The Brandywine Building	1000 West Street, Suite 1410	Wilmington	DE	19801		302-552-4200	<a href="mailto:mary.caloway@bipc.com">mary.caloway@bipc.com</a>	Counsel to Fiduciary Counselors
Buchanan Ingersoll & Rooney PC	Peter S. Russ	620 Eighth Ave	23rd Floor	New York	NY	10018		212-440-4400	<a href="mailto:peter.russ@bipc.com">peter.russ@bipc.com</a>	Counsel to ATEL Leasing Corp.
Buchanan Ingersoll & Rooney PC	William H. Schorling, Esq.	Two Liberty Place	50 S. 16th St., Ste 3200	Philadelphia	PA	19102		215-665-5326	<a href="mailto:william.schorling@bipc.com">william.schorling@bipc.com</a>	Counsel to Fiduciary Counselors
Butzel Long	Bruce L. Sendek	150 W. Jefferson Avenue	Suite 100	Detroit	MI	48226		313-225-7000	<a href="mailto:sendek@butzel.com">sendek@butzel.com</a>	Counsel to Reorganized Debtors
Butzel Long	Chester E. Kasiborski, Jr.	150 W. Jefferson Avenue	Suite 100	Detroit	MI	48226		313-225-7000	<a href="mailto:kasiborski@butzel.com">kasiborski@butzel.com</a>	Counsel to Reorganized Debtors
Butzel Long	Cynthia J. Haffey	150 W. Jefferson	Suite 100	Detroit	MI	48226		313-983-7434	<a href="mailto:haffey@butzel.com">haffey@butzel.com</a>	Counsel to Delphi Corporation
Butzel Long	David J. DeVine	150 W. Jefferson Avenue	Suite 100	Detroit	MI	48226		313-225-7000	<a href="mailto:devine@butzel.com">devine@butzel.com</a>	Counsel to Reorganized Debtors
Butzel Long	Donald V. Orlandoni	150 W. Jefferson	Suite 100	Detroit	MI	48226		313-225-7063	<a href="mailto:orlandoni@butzel.com">orlandoni@butzel.com</a>	Counsel to Delphi Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Butzel Long	Sheldon H. Klein	Stoneridge West	41000 Woodward Avenue	Bloomfield Hills	MI	48304		248-258-1414	<a href="mailto:klein@butzel.com">klein@butzel.com</a>	Counsel to Reorganized Debtors
Butzel Long	Thomas B. Radom	Stoneridge West	41000 Woodward Avenue	Bloomfield Hills	MI	48304		248-258-1413	<a href="mailto:radom@butzel.com">radom@butzel.com</a>	Counsel to Reorganized Debtors
Butzel Long	Thomas D. Noonan	150 W. Jefferson Avenue	Suite 100	Detroit	MI	48226		313-225-7000	<a href="mailto:noonan@butzel.com">noonan@butzel.com</a>	Counsel to Reorganized Debtors
Cadwalader Wickersham & Taft LLP	Jeannine D'Amico	1201 F St NW Ste 1100		Washington	DC	20004		202-862-2452	<a href="mailto:jeannine.damico@cwt.com">jeannine.damico@cwt.com</a>	Attorneys for the Audit Committee of Dephi Corporation
Cadwalader Wickersham & Taft LLP	John J. Rapisardi Esq Joseph Zujkowski Esq	One World Financial Center		New York	NY	10281		212-504-6000	<a href="mailto:john.rapisardi@cwt.com">john.rapisardi@cwt.com</a> <a href="mailto:joseph.zujkowski@cwt.com">joseph.zujkowski@cwt.com</a>	Counsel to the Auto Task Force of the U.S. Department of the Treasury
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	<a href="mailto:jonathan.greenberg@BASF.COM">jonathan.greenberg@BASF.COM</a>	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Kevin Burke	80 Pine Street		New York	NY	10005		212-701-3000	<a href="mailto:kburke@cahill.com">kburke@cahill.com</a>	Counsel to Engelhard Corporation
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esq.	1400 McDonald Investment Ctr	800 Superior Ave	Cleveland	OH	44114		216-622-8404	<a href="mailto:jrobertson@calfee.com">jrobertson@calfee.com</a>	Counsel to Brush Engineered materials
Calinoff & Katz, LLP	Dorothy H. Marinis-Riggio Robert Calinoff	140 East 45th Street	17th Floor	New York	NY	10017		212-826-8800	<a href="mailto:dhriaggio@gmail.com">dhriaggio@gmail.com</a> <a href="mailto:rcalinoff@candklaw.com">rcalinoff@candklaw.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Alumunim Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, I
Cantor Colburn LLP	Michael J Rye	20 Church Street	22nd Floor	Hartford	CT	06103-3207		860-286-2929	<a href="mailto:mrye@cantorcolburn.com">mrye@cantorcolburn.com</a>	Patent Counsel to Delphi Corporation et al., Debtors and Debtors-in-Possession
Carson Fischer, P.L.C.	Joseph M Fischer Patrick J Kukla	4111 Andover Road	West 2nd Floor	Bloomfield Hills	MI	48302		248-644-4840	<a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a>	Counsel to Bing Metals Group, LLC; Behr America, Inc.; Findlay Industries; Vitec, LLC
Carson Fischer, P.L.C.	Robert A. Weisberg	4111 Andover Road	West 2nd Floor	Birmingham	MI	48302		248-644-4840	<a href="mailto:rweisberg@carsonfischer.com">rweisberg@carsonfischer.com</a> <a href="mailto:brcy@carsonfischer.com">brcy@carsonfischer.com</a>	Counsel to Cascade Die Casting Group, Inc.; Behr America, Inc.
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	<a href="mailto:cahn@clm.com">cahn@clm.com</a>	Counsel to STMicroelectronics, Inc.
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	<a href="mailto:ddeutsch@chadbourne.com">ddeutsch@chadbourne.com</a>	Counsel to EagleRock Capital Management, LLC
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	<a href="mailto:japplebaum@clarkhill.com">japplebaum@clarkhill.com</a>	Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	<a href="mailto:sdeeby@clarkhill.com">sdeeby@clarkhill.com</a>	Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	<a href="mailto:rgordon@clarkhill.com">rgordon@clarkhill.com</a>	Counsel to ATS Automation Tooling Systems Inc.
Cleary Gottlieb Steen & Hamilton LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	<a href="mailto:maofiling@cgsh.com">maofiling@cgsh.com</a>	Counsel to Ames Electricos Automotrices, S.A.de C.V.; Cordaflex, S.A. de C.V.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Cleary, Gottlieb, Steen & Hamilton LLP	James L. Bromley	One Liberty Plaza		New York	NY	10006		212-225-2000	<a href="mailto:maofiling@cqsh.com">maofiling@cqsh.com</a>	Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First Boston; Deutsche Bank Securities, Inc.; Goldman Sachs Group, Inc.; JP Morgan Chase & Co.; Lehman Brothers, Inc.; Merrill Lynch & Co.; Morgan Stanley & Co., Inc.; UBS Securities, LLC
Cohen & Grigsby, P.C.	Thomas D. Maxson	11 Stanwix Street	15th Floor	Pittsburgh	PA	15222-1319		412-297-4706	<a href="mailto:tmaxson@cohenlaw.com">tmaxson@cohenlaw.com</a>	Counsel to Nova Chemicals, Inc.
Cohen, Weiss & Simon LLP	Joseph J. Vitale Babette Ceccotti	330 West 42nd Street		New York	NY	10036		212-356-0238	<a href="mailto:jvital@cwsny.com">jvital@cwsny.com</a> <a href="mailto:bceccotti@cwsny.com">bceccotti@cwsny.com</a>	Counsel to International Union, United Automobile, Aerospace and Agriculture Implement Works of America (UAW)
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	<a href="mailto:srosen@cb-shea.com">srosen@cb-shea.com</a>	Counsel to Floyd Manufacturing Co., Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	<a href="mailto:jwisler@cblh.com">jwisler@cblh.com</a>	Counsel to ORIX Warren, LLC
Coolidge Wall Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	OH	45402		937-223-8177	<a href="mailto:Pretekin@coolaw.com">Pretekin@coolaw.com</a>	Counsel to Harco Industries, Inc.; Harco Brake Systems, Inc.; Dayton Supply & Tool Company; Attorneys for Columbia Industrial
Covington & Burling	Susan Power Johnston Aaron R. Marcu	620 Eighth Ave		New York	NY	10018		212-841-1005	<a href="mailto:sjohnston@cov.com">sjohnston@cov.com</a>	Special Counsel to the Debtor
Cox, Hodgman & Giarmarco, P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	101 W. Big Beaver Road	Troy	MI	48084-5280		248-457-7000	<a href="mailto:swalsh@chglaw.com">swalsh@chglaw.com</a>	Counsel to Nissinbo Automotive Corporation
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennsylvania Avenue		Morrisville	PA	19067		215-736-2521	<a href="mailto:dpm@curtinheefner.com">dpm@curtinheefner.com</a>	Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS Technologies Waterford Company; Greer Stop Nut, Inc.
Curtis, Mallet-Prevost, Colt & Mosle LLP	Cindi Eilbott	101 Park Avenue		New York	NY	10178-0061		212-696-6936	<a href="mailto:ceilbott@curtis.com">ceilbott@curtis.com</a>	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	<a href="mailto:wsavino@damonmorey.com">wsavino@damonmorey.com</a>	Counsel to Relco, Inc.; The Durham Companies, Inc.
David P. Martin		519 Energy Center Blvd	Ste 1104	Northport	AL	35401		205-343-1771	<a href="mailto:davidpmartin@erisacase.com">davidpmartin@erisacase.com</a> <a href="mailto:davidpmartin@bellsouth.net">davidpmartin@bellsouth.net</a>	Co-Counsel for David Gargis, Jimmy Mueller, and D. Keith Livingston
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	<a href="mailto:rmeth@daypitney.com">rmeth@daypitney.com</a>	Counsel to Marshall E. Campbell Company
Day Pitney LLP	Ronald S. Beacher Conrad K. Chiu	7 Times Square		New York	NY	10036		212-297-5800	<a href="mailto:rbeacher@daypitney.com">rbeacher@daypitney.com</a> <a href="mailto:cchiu@daypitney.com">cchiu@daypitney.com</a>	Counsel to IBJTC Business Credit Corporation, as successor to IBJ Whitehall Business Credit Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Dechert LLP	Glenn E. Siegel James O. Moore	1095 Avenue of the Americas		New York	NY	10036-6797		212-698-3500	<a href="mailto:glenn.siegel@dechert.com">glenn.siegel@dechert.com</a> <a href="mailto:james.moore@dechert.com">james.moore@dechert.com</a>	Counsel for Kensington International Limited, Manchester Securities Corp. and Springfield Associates, LLC
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	<a href="mailto:carol_sowa@denso-diam.com">carol_sowa@denso-diam.com</a>	Counsel to Denso International America, Inc.
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017		212-682-4940	<a href="mailto:gdiconza@dlawpc.com">gdiconza@dlawpc.com</a>	Counsel to Tyz-All Plastics, Inc.; Co-Counsel to Tower Automotive, Inc.
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202		513-977-8200	<a href="mailto:john.persiani@dinslaw.com">john.persiani@dinslaw.com</a>	Counsel to The Procter & Gamble Company
DLA Piper Rudnick Gray Cary US LLP	Richard M. Kremen Maria Ellena Chavez-Ruark	The Marbury Building	6225 Smith Avenue	Baltimore	Maryland	21209-3600		410-580-3000	<a href="mailto:richard.kremen@dlapiper.com">richard.kremen@dlapiper.com</a>	Counsel to Constellation NewEnergy, Inc. & Constellation NewEnergy - Gas Division, LLC
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	<a href="mailto:andrew.kassner@dbr.com">andrew.kassner@dbr.com</a>	Counsel to Penske Truck Leasing Co., L.P.
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	<a href="mailto:jhlemkin@duanemorris.com">jhlemkin@duanemorris.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC; and Hosiden America Corporation
Duane Morris LLP	Lewis R Olshin Esq	30 South 17th Street		Philadelphia	PA	19103		215-979-1129	<a href="mailto:Olshin@duanemorris.com">Olshin@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	<a href="mailto:dmdelphi@duanemorris.com">dmdelphi@duanemorris.com</a> <a href="mailto:mreed@duanemorris.com">mreed@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Duane Morris LLP	Wendy M. Simkulak, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1547	<a href="mailto:wmsimkulak@duanemorris.com">wmsimkulak@duanemorris.com</a>	Counsel to ACE American Insurance Company and Pacific Employers Insurance Company
Dykema Gossett PLLC	Douglas S Parker	39577 Woodward Ave	Suite 300	Bloomfield Hills	MI	48304		248-203-0703	<a href="mailto:dparker@dykema.com">dparker@dykema.com</a>	Counsel for Federal Screw
Dykema Gossett PLLC	Robert D. Nachman	10 South Wacker Drive	Suite 2300	Chicago	IL	60606		312-876-1700	<a href="mailto:rnachman@dykema.com">rnachman@dykema.com</a>	Counsel to MJ Celco, Inc.
Electronic Data Systems Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	<a href="mailto:ayala.hassell@eds.com">ayala.hassell@eds.com</a>	Representative for Electronic Data Systems Corporation
Ellenberg, Ogier, Rothschild & Rosenfeld, P.C.	Barbara Ellis-Monro	170 Mitchell Street, SW		Atlanta	GA	30303		404-581-3818	<a href="mailto:bem@eorlaw.com">bem@eorlaw.com</a>	Counsel to Southwire Company
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th Fl		New Orleans	LA	70113			<a href="mailto:akatz@entergy.com">akatz@entergy.com</a>	Assistant General Counsel to Entergy Services, Inc.
Epstein Becker & Green PC	Maura I. Russell Anthony B. Stumbo	250 Park Ave	11th Floor	New York	NY	10177-1211		212-351-4500	<a href="mailto:MRussell@ebglaw.com">MRussell@ebglaw.com</a>	Counsel to SPCP Group LLC as agent for Silver Point Capital Fund LP and Silver Point Capital Offshore Fund Ltd
Ettelman & Hochheiser, P.C.	Gary Ettelman	c/o Premium Cadillac	77 Main Street	New Rochelle	NY	10801		516-227-6300	<a href="mailto:gettelman@e-hlaw.com">gettelman@e-hlaw.com</a>	Counsel to Jon Ballin

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Faegre & Benson LLP	Elizabeth K. Flaagan	3200 Wells Fargo Center	1700 Lincoln St	Denver	CO	80203-4532		303-607-3694	<a href="mailto:eflaagan@faegre.com">eflaagan@faegre.com</a>	Counsel to CoorsTek, Inc.; Corus, L.P.
Farrell Fritz PC	Louis A. Scarcella Patrick T. Collins	1320 RexCorp Plaza		Uniondale	NY	11556-1320		516-227-0700	<a href="mailto:iscarcella@farrellfritz.com">iscarcella@farrellfritz.com</a> <a href="mailto:pcollins@farrellfritz.com">pcollins@farrellfritz.com</a>	Counsel to Official Committee of Equity Holders
Filardi Law Offices LLC	Charles J. Filardi, Jr., Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	<a href="mailto:charles@filardi-law.com">charles@filardi-law.com</a>	Counsel to Federal Express Corporation
Finkel Goldstein Rosenbloom & Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	<a href="mailto:tdonovan@finkgold.com">tdonovan@finkgold.com</a>	Counsel to Pillarhouse (U.S.A.) Inc.
Foley & Lardner LLP	Ann Marie Uetz	500 Woodward Avenue	Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:auetz@foley.com">auetz@foley.com</a>	Counsel to PBR Tennessee
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	<a href="mailto:jmurch@foley.com">jmurch@foley.com</a>	Counsel to Kuss Corporation
Foley & Lardner LLP	John A. Simon	One Detroit Center	500 Woodward Ave Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:jsimon@foley.com">jsimon@foley.com</a>	Counsel to Ernst & Young LLP
Foley & Lardner LLP	John R. Trentacosta Katherine R. Catanese	500 Woodward Avenue	Suite 2700	Detroit	MI	48226-3489		313-234-7100	<a href="mailto:jtrentacosta@foley.com">jtrentacosta@foley.com</a> <a href="mailto:kcatanese@foley.com">kcatanese@foley.com</a>	Counsel to Kautex Inc.
Fox Rothschild LLP	Brian Isen	1301 Atlantic Avenue		Atlantic City	NJ	08401		609-348-2294	<a href="mailto:bisen@foxrothschild.com">bisen@foxrothschild.com</a>	Counsel to M&Q Plastic Products L.P.
Fox Rothschild LLP	Fred Stevens	100 Park Avenue	15th Floor	New York	NY	10017		212-878-7900	<a href="mailto:fstevens@foxrothschild.com">fstevens@foxrothschild.com</a>	Counsel to M&Q Plastic Products, Inc.
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		608-848-6350	<a href="mailto:fridders@rikkerslaw.com">fridders@rikkerslaw.com</a>	Counsel to Southwest Metal Finishing, Inc.
Frost Brown Todd LLC	Ronald E. Gold	2200 PNC Center	201 East Fifth Street	Cincinnati	OH	45202-4182		513-651-6156	<a href="mailto:rgold@fbtlaw.com">rgold@fbtlaw.com</a>	Counsel to AKS Receivables, LLC
Fulbright & Jaworski LLP	David A Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	<a href="mailto:drosenzweig@fulbright.com">drosenzweig@fulbright.com</a>	Counsel to Southwest Research Institute
Fulbright & Jaworski LLP	Michael M Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	<a href="mailto:mparker@fulbright.com">mparker@fulbright.com</a>	Attorney for Solvay Fluorides, LLC
Genovese Joblove & Battista, P.A.	David C. Cimo	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131		305-349-2300	<a href="mailto:dcimo@gjb-law.com">dcimo@gjb-law.com</a>	Counsel to Southwest Research Institute
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		973-596-4523	<a href="mailto:dcrapo@gibbonslaw.com">dcrapo@gibbonslaw.com</a>	Counsel to Ryder Integrated Logistics, Inc.
Goldberg Segalla LLP	Attn Bruce W Hoover	665 Main St Ste 400		Buffalo	NY	14203		716-566-5400	<a href="mailto:bhoover@goldbergsegalla.com">bhoover@goldbergsegalla.com</a>	Counsel to Epcos, Inc.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	<a href="mailto:bmehlsack@qklaw.com">bmehlsack@qklaw.com</a>	Attorneys for MasTec Inc.
Goulston & Storrs, P.C.	Peter D. Bilowz	400 Atlantic Avenue		Boston	MA	02110-333		617-482-1776	<a href="mailto:pbilowz@goulstonstorrs.com">pbilowz@goulstonstorrs.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Grant & Eisenhofer P.A.	James J Sabella	485 Lexington Ave		New York	NY	10017		646-722-8520	<a href="mailto:jsabella@gelaw.com">jsabella@gelaw.com</a>	Counsel to Thermotech Company
										Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Grant & Eisenhower P.A.	Jay W. Eisenhower	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	<a href="mailto:jeisenhofer@gelaw.com">jeisenhofer@gelaw.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	<a href="mailto:mrr@previant.com">mrr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
Graydon Head & Ritchey LLP	J. Michael Debbler, Susan M. Argo	1900 Fifth Third Center	511 Walnut Street	Cincinnati	OH	45202		513-621-6464	<a href="mailto:mdebblor@graydon.com">mdebblor@graydon.com</a>	Counsel to Grote Industries; Batesville Tool & Die; PIA Group; Reliable Castings
Greenberg Traurig, LLP	Maria J. DiConza	MetLife Bldg	200 Park Avenue	New York	NY	10166		212-801-9200	<a href="mailto:diconzam@gtlaw.com">diconzam@gtlaw.com</a>	Counsel to Samtech Corporation
Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana	Suite 1800	Houston	TX	77002		713-374-3500	<a href="mailto:heyens@gtlaw.com">heyens@gtlaw.com</a>	Counsel to Samtech Corporation
Greensfelder, Hemker & Gale, P.C.	Cherie Macdonald J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	<a href="mailto:ckm@greensfelder.com">ckm@greensfelder.com</a> <a href="mailto:jpb@greensfelder.com">jpb@greensfelder.com</a>	Counsel to ARC Automotive, Inc.
Hahn Loeser & Parks LLP	Lawrence E Oscar Christopher W Peer	200 Public Square	Suite 2800	Cleveland	OH	44114		216-621-0150	<a href="mailto:leoscar@hahnlaw.com">leoscar@hahnlaw.com</a> <a href="mailto:cpeer@hahnlaw.com">cpeer@hahnlaw.com</a>	Counsel to Casco Products, a Unit of Sequa Corporation and ARC Automotive, Inc.
Halperin Battaglia Raicht, LLP	Alan D. Halperin Christopher J. Battaglia Julie D. Dyas	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	<a href="mailto:cbattaglia@halperinlaw.net">cbattaglia@halperinlaw.net</a> <a href="mailto:ahalperin@halperinlaw.net">ahalperin@halperinlaw.net</a> <a href="mailto:jdvas@halperinlaw.net">jdvas@halperinlaw.net</a>	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC Automotive, Inc
Hancock & Estabrook LLP	R John Clark Esq	1500 Tower I	PO Box 4976	Syracuse	NY	13221-4976		315-471-3151	<a href="mailto:rjclark@hancocklaw.com">rjclark@hancocklaw.com</a>	Counsel to Alliance Precision Plastics Corporation
Harrington, Dragich & O'Neill PLLC	David G Dragich	21043 Mack Avenue		Grosse Pointe Woods	MI	48236		313-886-4550	<a href="mailto:ddragich@hdolaw.com">ddragich@hdolaw.com</a>	Counsel to Internet Corporation
Harris D. Leinwand	Harris D. Leinwand	315 Madison Avenue	Suite 901	New York	NY	10017		212-725-7338	<a href="mailto:hleinwand@aol.com">hleinwand@aol.com</a>	Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation
Haskell Slaughter Young & Rediker LLC	Robert H. Adams	2001 Park Place North	Suite 1400	Birmingham	AL	35203		205-251-1000	<a href="mailto:rha@hsy.com">rha@hsy.com</a>	Counsel to Simco Construction, Inc.
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212-659-7300	<a href="mailto:judith.elkin@haynesboone.com">judith.elkin@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Haynes and Boone, LLP	Lenard M. Parkins Kenric D. Kattner	1 Houston Center	1221 McKinney, Suite 2100	Houston	TX	77010		713-547-2000	<a href="mailto:lenard.parkins@haynesboone.com">lenard.parkins@haynesboone.com</a> <a href="mailto:kenric.kattner@haynesboone.com">kenric.kattner@haynesboone.com</a>	Counsel to Highland Capital Management, L.P.
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	<a href="mailto:prubin@herrick.com">prubin@herrick.com</a>	Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	<a href="mailto:ken.higman@hp.com">ken.higman@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Ramona S. Neal	11311 Chinden Blvd., M/S 314		Boise	ID	83714-0021		208-396-6484	<a href="mailto:Ramona.neal@hp.com">Ramona.neal@hp.com</a>	Counsel to Hewlett-Packard Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	<a href="mailto:sharon.petrosino@hp.com">sharon.petrosino@hp.com</a>	Counsel to Hewlett-Packard Financial Services Company
Hinckley Allen & Snyder LLP	Michael J Pendell	185 Asylum St CityPlace I	35th Floor	Hartford	CT	06103-3488		860-725-6200	<a href="mailto:mpendell@haslaw.com">mpendell@haslaw.com</a>	Counsel to Barnes Group, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Hiscock & Barclay, LLP	J. Eric Charlton	300 South Salina Street	PO Box 4878	Syracuse	NY	13221-4878		315-425-2716	<a href="mailto:echarlton@hiscockbarclay.com">echarlton@hiscockbarclay.com</a>	Counsel to GW Plastics, Inc.
Hodgson Russ LLP	Garry M. Graber	The Guaranty Building	140 Pearl Street, Suite 100	Buffalo	NY	14202-4040		716-856-4000	<a href="mailto:ggrab@hodgsonruss.com">ggrab@hodgsonruss.com</a>	Counsel to Hexcel Corporation; Unifrax I LLC f/k/a Unifrax Corporation
Hodgson Russ LLP	James C. Thoman	The Guaranty Building	140 Pearl Street, Suite 100	Buffalo	NY	14202-4040		716-856-4000	<a href="mailto:jthoman@hodgsonruss.com">jthoman@hodgsonruss.com</a>	Counsel to Unifrax I LLC f/k/a Unifrax Corporation
Hogan & Hartson L.L.P.	Audrey Moog	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	<a href="mailto:amoog@hhlaw.com">amoog@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	555 Thirteenth Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	<a href="mailto:ecdolan@hhlaw.com">ecdolan@hhlaw.com</a>	Counsel to Umicore Autocat Canada Corp.
Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	<a href="mailto:sagolden@hhlaw.com">sagolden@hhlaw.com</a>	Counsel to XM Satellite Radio Inc.
Hogan Lovells US LLP	Matthew P Morris	875 Third Avenue		New York	NY	10022		212-918-3000	<a href="mailto:matthew.morris@hoganlovells.com">matthew.morris@hoganlovells.com</a>	Counsel to TESA AG
Honigman, Miller, Schwartz and Cohn, LLP	Donald T. Baty, Jr.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7314	<a href="mailto:dbaty@honigman.com">dbaty@honigman.com</a>	Counsel to Fujitsu Ten Corporation of America
Honigman, Miller, Schwartz and Cohn, LLP	E. Todd Sable	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7548	<a href="mailto:tsable@honigman.com">tsable@honigman.com</a>	Counsel to Valeo Climate Control Corp.; Valeo Electrical Systems, Inc. - Motors and Actuators Division; Valeo Electrical Systems, Inc. - Wipers Division; Valeo Switches & Detection System, Inc.
Honigman, Miller, Schwartz and Cohn, LLP	I. W. Winsten, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226		313-465-7608	<a href="mailto:iww@honigman.com">iww@honigman.com</a>	Counsel to Affina Group Holdings Inc.
Honigman, Miller, Schwartz and Cohn, LLP	Lawrence J. Murphy	2290 First National Building	660 Woodward Ave	Detroit	MI	48226		313-465-7488	<a href="mailto:lmurphy@honigman.com">lmurphy@honigman.com</a>	Attorneys for Guide Corporation and Lightsource Parent Corporation
Honigman, Miller, Schwartz and Cohn, LLP	Seth A Drucker	2290 First National Building	660 Woodward Avenue Ste 2290	Detroit	MI	48226		313-465-7626	<a href="mailto:sdrucker@honigman.com">sdrucker@honigman.com</a>	Counsel for Valeo Climate Control, Corp.
Howard & Howard Attorneys PC	Lisa S Gretchko	39400 Woodward Ave	Ste 101	Bloomfield Hills	MI	48304-5151		248-723-0396	<a href="mailto:lgretchko@howardandhoward.com">lgretchko@howardandhoward.com</a>	Intellectual Property Counsel for Delphi Corporation, et al.
Howick, Westfall, McBryan & Kaplan, LLP	Louis G. McBryan	3101 Tower Creek Parkway	Ste 600 One Tower Creek	Atlanta	GA	30339		678-384-7000	<a href="mailto:lmcbryan@hwmklaw.com">lmcbryan@hwmklaw.com</a>	Counsel to Vanguard Distributors, Inc.
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	<a href="mailto:jrhunter@hunterschank.com">jrhunter@hunterschank.com</a>	Counsel to ZF Group North America Operations, Inc.
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624		419-255-4300	<a href="mailto:tomschank@hunterschank.com">tomschank@hunterschank.com</a>	Counsel to ZF Group North America Operations, Inc.
Hunton & Williams LLP	Steven T. Holmes	Energy Plaza, 30th Floor	1601 Bryan Street	Dallas	TX	75201		214-979-3000	<a href="mailto:sholmes@hunton.com">sholmes@hunton.com</a>	Counsel to RF Monolithics, Inc.
Hurwitz & Fine P.C.	Ann E. Evanko	1300 Liberty Building		Buffalo	NY	14202		716-849-8900	<a href="mailto:ae@hurwitzfine.com">ae@hurwitzfine.com</a>	Counsel to Jiffy-Tite Co., Inc.
Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	<a href="mailto:Ben.Caughey@icemiller.com">Ben.Caughey@icemiller.com</a>	Counsel to Sumco, Inc.

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Ice Miller LLP	Henry A. Efroymsen	One American Square	29th Floor	Indianapolis	IN	46482		317-236-2397	<a href="mailto:henry.efroymsen@icemiller.com">henry.efroymsen@icemiller.com</a>	Counsel to Fin Machine Co. Ltd
Infineon Technologies North America Corporation	Greg Bibbes	1730 North First Street	M/S 11305	San Jose	CA	95112		408-501-6442	<a href="mailto:greg.bibbes@infineon.com">greg.bibbes@infineon.com</a>	General Counsel & Vice President for Infineon Technologies North America Corporation
Infineon Technologies North America Corporation	Jeff Gillespie	2529 Commerce Drive	Suite H	Kokomo	IN	46902		765-454-2146	<a href="mailto:jeffery.gillispie@infineon.com">jeffery.gillispie@infineon.com</a>	Global Account Manager for Infineon Technologies North America
International Union of Operating Engineers	Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	<a href="mailto:rgriffin@iuoe.org">rgriffin@iuoe.org</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
Jackson Walker LLP	Bruce J. Ruzinsky	1401 McKinney St Ste 1900		Houston	TX	77010		713-751-4200	<a href="mailto:bruzinsky@jw.com">bruzinsky@jw.com</a>	Counsel to Constellation NewEnergy, Inc.
Jackson Walker LLP	Heather M. Forrest	901 Main St Ste 600		Dallas	TX	75202		214-953-6000	<a href="mailto:hforrest@jw.com">hforrest@jw.com</a>	Counsel to Constellation NewEnergy, Inc.
James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	<a href="mailto:JRS@Parmenterlaw.com">JRS@Parmenterlaw.com</a>	Counsel to Port City Die Cast and Port City Group Inc
Jason, Inc.	Will Schultz, General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		414-277-2110	<a href="mailto:wschultz@jasoninc.com">wschultz@jasoninc.com</a>	General Counsel to Jason Incorporated
Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	<a href="mailto:rpeterson@jenner.com">rpeterson@jenner.com</a>	Counsel to SPX Corporation (Contech Division), Alcan Rolled Products-Ravenswood, LLC, Tenneco Inc. and Contech LLC
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401		850-763-8421	<a href="mailto:gerdekomarek@bellsouth.net">gerdekomarek@bellsouth.net</a>	Counsel to Peggy C. Brannon, Bay County Tax Collector
Jones Day	Corinne Ball	222 East 41st Street		New York	NY	10017		212-326-7844	<a href="mailto:cball@jonesday.com">cball@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Jones Day	Peter J. Benvenuti Michaeline H. Correa	555 California St 26th Floor		San Francisco	CA	94104		415-626-3939	<a href="mailto:pibenvenuti@jonesday.com">pibenvenuti@jonesday.com</a> <a href="mailto:mcorrea@jonesday.com">mcorrea@jonesday.com</a>	Attorneys for Symantec Corporation, Successor-in-Interest to Veritas Corporation
Jones Day	Scott J. Friedman	222 East 41st Street		New York	NY	10017		212-326-3939	<a href="mailto:sifriedman@jonesday.com">sifriedman@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Karel S. Karpe P.C. d/b/a KarpeLaw	Karel S. Karpe	44 Wall Street	12th Floor	New York	NY	10005		212-461-2250	<a href="mailto:kkarpe@karpelaw.com">kkarpe@karpelaw.com</a>	Counsel to United Parcel Service
Katten Muchin Rosenman LLP	John P. Sieger, Esq.	525 West Monroe Street		Chicago	IL	60661		312-902-5200	<a href="mailto:john.sieger@kattenlaw.com">john.sieger@kattenlaw.com</a>	Counsel to TDK Corporation America and MEMC Electronic Materials, Inc.
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	<a href="mailto:rsmolev@kayescholer.com">rsmolev@kayescholer.com</a>	Counsel to InPlay Technologies Inc
Kegler, Brown, Hill & Ritter Co., LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	<a href="mailto:kcookson@keglerbrown.com">kcookson@keglerbrown.com</a>	Counsel to Solution Recovery Services

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Keller Rohrback L.L.P.	Lynn Lincoln Sarko Cari Campen Laufenberg Erin M. Rily	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	<a href="mailto:lsarko@kellerrohrback.com">lsarko@kellerrohrback.com</a> <a href="mailto:claufenberg@kellerrohrback.com">claufenberg@kellerrohrback.com</a> <a href="mailto:eriley@kellerrohrback.com">eriley@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza	3101 North Central Avenue, Suite 900	Phoenix	AZ	85012		602-248-0088	<a href="mailto:ggotto@kellerrohrback.com">ggotto@kellerrohrback.com</a>	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings-Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Kelley Drye & Warren, LLP	Craig A. Wolfe	101 Park Avenue		New York	NY	10178		212-808-7800	<a href="mailto:cwolfe@kelleydrye.com">cwolfe@kelleydrye.com</a>	Counsel to the Pension Benefit Guaranty Corporation
Kelley Drye & Warren, LLP	Merrill B. Stone	101 Park Avenue		New York	NY	10178		212-808-7800	<a href="mailto:mstone@kelleydrye.com">mstone@kelleydrye.com</a>	Counsel to the Pension Benefit Guaranty Corporation
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	<a href="mailto:sjennik@kjmlabor.com">sjennik@kjmlabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	<a href="mailto:tkennedy@kjmlabor.com">tkennedy@kjmlabor.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kerr Russell & Weber PLC	James E. DeLine	500 Woodward Avenue	Suite 2500	Detroit	MI	48226		313-961-0200	<a href="mailto:jed@krwlaw.com">jed@krwlaw.com</a>	Counsel to Pontiac Coil, Inc.
Kerr Russell & Weber PLC	Patrick Warren Hunt	500 Woodward Avenue	Suite 2500	Detroit	MI	48226		313-961-0200	<a href="mailto:pwh@krwlaw.com">pwh@krwlaw.com</a>	Counsel to Pontiac Coil, Inc.
King & Spalding, LLP	H. Slayton Dabney, Jr.	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	<a href="mailto:sdabney@kslaw.com">sdabney@kslaw.com</a>	Counsel to KPMG LLP
Kirkland & Ellis LLP	David Spiegel	300 North LaSalle		Chicago	IL	60654		312-862-2000	<a href="mailto:david.spiegel@kirkland.com">david.spiegel@kirkland.com</a>	
Kirkland & Ellis LLP	Jim Stempel	200 East Randolph Drive		Chicago	IL	60601		312-861-2000	<a href="mailto:jstempel@kirkland.com">jstempel@kirkland.com</a>	Counsel to Lunt Manufacturing Company
Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	<a href="mailto:efox@klnq.com">efox@klnq.com</a>	Counsel to Wilmington Trust Company, as Indenture trustee
Kokomo Gas & Fuel Company	Patti E Pope Revenue Recovery Manager	Northern Indiana Public Service Company	801 East 86th Avenue	Merrillville	IN	46410			<a href="mailto:pepope@nisource.com">pepope@nisource.com</a>	Kokomo Gas & Fuel Company
Kramer Levin Naftalis & Frankel LLP	Jordan D Kaye	1177 Avenue of the Americas		New York	NY	10036		212-715-9489	<a href="mailto:jkaye@kramerlevin.com">jkaye@kramerlevin.com</a>	Counsel to HP Enterprise Services, LLC; Vishay Americas Inc.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Krieg Devault LLP	Lawrence W. Schmits Esq.	One Indiana Square, Suite 2800		Indianapolis	IN	46204		317-238-6271	<a href="mailto:lschmits@kdlegal.com">lschmits@kdlegal.com</a>	Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee
Krieg Devault LLP	Patricia L. Beaty Esq	One Indiana Square, Suite 2800		Indianapolis	IN	46204		317-636-4341	<a href="mailto:pbeaty@kdlegal.com">pbeaty@kdlegal.com</a>	Co-Counsel for Delphi Salaried Retirees Association Benefit Trust VEBA Committee
Krugliak, Wilkins, Griffiths & Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963		330-497-0700	<a href="mailto:sosimmerman@kwqd.com">sosimmerman@kwqd.com</a>	Counsel to for Millwood, Inc.
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	MO	64106		816-502-4617	<a href="mailto:jay.selanders@kutakrock.com">jay.selanders@kutakrock.com</a>	Counsel to DaimlerChrysler Corporation; DaimlerChrysler Motors Company, LLC; DaimlerChrysler Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000	<a href="mailto:ekutchin@kutchinrufo.com">ekutchin@kutchinrufo.com</a>	Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	Two Center Plaza	Suite 620	Boston	MA	02108-1906		617-542-3000	<a href="mailto:knorthrup@bmklegal.com">knorthrup@bmklegal.com</a>	Counsel to Parlex Corporation
Lambert. Leser, Isackson, Cook & Guinta, P.C.	Adam D. Bruski	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518	<a href="mailto:adbruski@lambertleser.com">adbruski@lambertleser.com</a>	Counsel to Creditor Linamar Corp.
Lambert. Leser, Isackson, Cook & Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518	<a href="mailto:smcook@lambertleser.com">smcook@lambertleser.com</a>	Counsel to Linamar Corporation
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384	<a href="mailto:mark.broude@lw.com">mark.broude@lw.com</a>	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200	<a href="mailto:michael.riela@lw.com">michael.riela@lw.com</a>	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200	<a href="mailto:mitchell.seider@lw.com">mitchell.seider@lw.com</a>	UCC Professional
Latham & Watkins	Robert Rosenberg	885 Third Avenue		New York	NY	10022		212-906-1370	<a href="mailto:robert.rosenberg@lw.com">robert.rosenberg@lw.com</a>	UCC Professional
Law Offices of Michael O'Hayer	Michael O'Hayer Esq	22 N Walnut Street		West Chester	PA	19380		610-738-1230	<a href="mailto:mkohayer@aol.com">mkohayer@aol.com</a>	Counsel to A-1 Specialized Services and Supplies Inc
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	<a href="mailto:rcharles@lrlaw.com">rcharles@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	<a href="mailto:sfreeman@lrlaw.com">sfreeman@lrlaw.com</a>	Counsel to Freescale Semiconductor, Inc. f/k/a Motorola Semiconductor Systems (U.S.A.) Inc.
Linear Technology Corporation	John England, Esq.	General Counsel for Linear Technology Corporation	1630 McCarthy Blvd.	Milpitas	CA	95035-7417		408-432-1900	<a href="mailto:jengland@linear.com">jengland@linear.com</a>	Counsel to Linear Technology Corporation
Linebarger Goggan Blair & Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	<a href="mailto:austin.bankruptcy@publicans.com">austin.bankruptcy@publicans.com</a>	Counsel to Cameron County, Brownsville ISD
Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	<a href="mailto:dallas.bankruptcy@publicans.com">dallas.bankruptcy@publicans.com</a>	Counsel to Dallas County and Tarrant County
Linebarger Goggan Blair & Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	<a href="mailto:houston_bankruptcy@publicans.com">houston_bankruptcy@publicans.com</a>	Counsel in Charge for Taxing Authorities: Cypress-Fairbanks Independent School District, City of Houston, Harris County
Locke Lord Bissell & Liddell	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802		212-812-8304	<a href="mailto:kwash@lockelord.com">kwash@lockelord.com</a>	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000	<a href="mailto:gschwed@loeb.com">gschwed@loeb.com</a>	Counsel to Creditor The Interpublic Group of Companies, Inc. and Proposed Auditor Deloitte & Touche, LLP
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	<a href="mailto:whawkins@loeb.com">whawkins@loeb.com</a>	Counsel to Industrial Ceramics Corporation



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	NY	10020		212-262-6700	<a href="mailto:bnathan@lowenstein.com">bnathan@lowenstein.com</a>	Counsel to Daewoo International (America) Corp.
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	<a href="mailto:ilevee@lowenstein.com">ilevee@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:krosen@lowenstein.com">krosen@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	<a href="mailto:metkin@lowenstein.com">metkin@lowenstein.com</a>	Counsel to Teachers Retirement System of Oklahoma; Public Employees's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfornds ABP
Lowenstein Sandler PC	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:scargill@lowenstein.com">scargill@lowenstein.com</a>	Counsel to Cerberus Capital Management, L.P.; AT&T Corporation
Lowenstein Sandler PC	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	<a href="mailto:vdagostino@lowenstein.com">vdagostino@lowenstein.com</a>	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell, Ltd.	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	OH	43615		419-867-8900	<a href="mailto:egc@lydenlaw.com">egc@lydenlaw.com</a>	Counsel to Metro Fibres, Inc.
Maddin, Hauser, Wartell, Roth & Heller PC	Alexander Stotland Esq	28400 Northwestern Hwy	Third Floor	Southfield	MI	48034		248-354-4030	<a href="mailto:axs@maddinhauser.com">axs@maddinhauser.com</a>	Attorney for Danice Manufacturing Co.
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Greenwood Village	CO	80111		303-957-4254	<a href="mailto:ilanden@madisoncap.com">ilanden@madisoncap.com</a>	Representative for Madison Capital Management
Margulies & Levinson, LLP	Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	OH	44124		216-514-4935	<a href="mailto:lmc@ml-legal.com">lmc@ml-legal.com</a>	Counsel to Venture Plastics
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414	<a href="mailto:vmastromar@aol.com">vmastromar@aol.com</a>	Counsel to H.E. Services Company and Robert Backie and Counsel to Cindy Palmer, Personal Representative to the Estate of Michael Palmer
Masuda Funai Eifert & Mitchell, Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	<a href="mailto:gsantella@masudafunai.com">gsantella@masudafunai.com</a>	Counsel to NDK America, Inc./NDK Crystal, Inc.; Foster Electric USA, Inc.; JST Corporation; Nichicon (America) Corporation; Taiho Corporation of America; American Aikoku Alpha, Inc.; Sagami America, Ltd.; SL America, Inc./SL Tennessee, LLC and Hosiden America Corporation
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800	<a href="mailto:dadler@mccarter.com">dadler@mccarter.com</a>	Counsel to Ward Products, LLC
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	<a href="mailto:eglas@mccarter.com">eglas@mccarter.com</a>	Counsel to General Products Delaware Corporation
McCarthy Tetrault LLP	Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	<a href="mailto:lsalzman@mccarthy.ca">lsalzman@mccarthy.ca</a>	Counsel to Themselves (McCarthy Tetrault LLP)
McDermott Will & Emery LLP	Gary O. Ravert	340 Madison Avenue		New York	NY	10017-1922		212-547-5477	<a href="mailto:gravert@mwe.com">gravert@mwe.com</a>	Counsel for Temic Automotive of North America, Inc.
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	<a href="mailto:sselbst@mwe.com">sselbst@mwe.com</a>	Counsel to National Semiconductor Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	Steven P. Handler Monica M. Quinn	227 W Monroe St		Chicago	IL	60606		312-372-2000	<a href="mailto:shandler@mwe.com">shandler@mwe.com</a> <a href="mailto:mquinn@mwe.com">mquinn@mwe.com</a>	Counsel for Temic Automotive of North America, Inc.
McDonald Hopkins Co., LPA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	<a href="mailto:sopincar@mcdonaldhopkins.com">sopincar@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McDonald Hopkins Co., LPA	Shawn M. Riley, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	OH	44114		216-348-5400	<a href="mailto:sriley@mcdonaldhopkins.com">sriley@mcdonaldhopkins.com</a>	Counsel to Republic Engineered Products, Inc.
McElroy, Deutsch, Mulvaney & Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	<a href="mailto:jbernstein@mdmc-law.com">jbernstein@mdmc-law.com</a>	Counsel to New Jersey Self-Insurers Guaranty Association
McGuirewoods LLP	Aaron G McCollough Esq	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1000	<a href="mailto:amccollough@mcquirewoods.com">amccollough@mcquirewoods.com</a>	Counsel to Siemens Energy & Automation, Inc.
McGuirewoods LLP	Daniel F Blanks	One James Center	901 East Cary Street	Richmond	VA	23219		804-775-1000	<a href="mailto:dblank@mcquirewoods.com">dblank@mcquirewoods.com</a>	Counsel for CSX Transportation, Inc.
McGuirewoods LLP	John H Maddock III	One James Center	901 East Cary Street	Richmond	VA	23219-4030		804-775-1178	<a href="mailto:jmaddock@mcquirewoods.com">jmaddock@mcquirewoods.com</a>	Counsel to Siemens Logistics Assembly Systems, Inc.; Counsel for CSX Transportation, Inc.
Meyer, Suozzi, English & Klein, P.C.	Attn Thomas R Slome Esq	990 Stewart Ave Ste 300	PO Box 9194	Garden City	NY	11530-9194		516-741-6565	<a href="mailto:tslome@msek.com">tslome@msek.com</a>	Counsel for Pamela Geller; JAE Electronics, Inc.
Meyer, Suozzi, English & Klein, P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	<a href="mailto:hkolko@msek.com">hkolko@msek.com</a>	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Meyers Law Group, P.C.	Merle C. Meyers	44 Montgomery Street	Suite 1010	San Francisco	CA	94104		415-362-7500	<a href="mailto:mmeyers@mlg-pc.com">mmeyers@mlg-pc.com</a>	Counsel to Alps Automotive, Inc.
Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800	<a href="mailto:emeyers@mrrlaw.net">emeyers@mrrlaw.net</a>	Counsel to Prince George County, Maryland
Meyers, Rodbell & Rosenbaum, P.A.	Robert H. Rosenbaum	Berkshire Building	6801 Kenilworth Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800	<a href="mailto:rrosenbaum@mrrlaw.net">rrosenbaum@mrrlaw.net</a>	Counsel to Prince George County, Maryland
Miami-Dade County Tax Collector	April Burch	Paralegal Unit	140 West Flagler St Ste 1403	Miami	FL	33130		305-375-5314	<a href="mailto:mdtcbkc@miamidade.gov">mdtcbkc@miamidade.gov</a>	Paralegal Collection Specialist for Miami-Dade County
Michael Cox		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140	<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for State of Michigan, Department of Treasury
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1176	<a href="mailto:raterinkd@michigan.gov">raterinkd@michigan.gov</a>	Assistant Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan
Michigan Department of Labor and Economic Growth, Worker's Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	<a href="mailto:miag@michigan.gov">miag@michigan.gov</a>	Attorney General for Worker's Compensation Agency; Attorney for the Funds Administration for the State of Michigan

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street		Baltimore	MD	21202		410-385-3418	<a href="mailto:trenda@milesstockbridge.com">trenda@milesstockbridge.com</a>	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
Miller & Martin PLLC	Dale Allen	150 Fourth Ave North	Ste 1200	Nashville	TN	37219			<a href="mailto:vjones@millermartin.com">vjones@millermartin.com</a>	Counsel to Averitt Express
Miller Johnson	Thomas P. Sarb	250 Monroe Avenue, N.W.	Suite 800, PO Box 306	Grand Rapids	MI	49501-0306		616-831-1748	<a href="mailto:sarbt@millerjohnson.com">sarbt@millerjohnson.com</a>	Counsel to Pridgeon & Clay, Inc.
Miller, Canfield, Paddock and Stone, P.L.C.	Robert D. Wolford							616-831-1726	<a href="mailto:wolfordr@millerjohnson.com">wolfordr@millerjohnson.com</a>	Counsel to Wells Operating Partnership, LP
Miller, Canfield, Paddock and Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	<a href="mailto:greenj@millercanfield.com">greenj@millercanfield.com</a>	Counsel to Brose North America Holding LP and its affiliates
Miller, Canfield, Paddock and Stone, P.L.C.	Marc N. Swanson	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-963-6420	<a href="mailto:swansonm@millercanfield.com">swansonm@millercanfield.com</a>	Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	<a href="mailto:fusco@millercanfield.com">fusco@millercanfield.com</a>	Counsel to Hitachi Automotive Products (USA), Inc. and Conceria Pasubio
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	<a href="mailto:piricotta@mintz.com">piricotta@mintz.com</a> <a href="mailto:pricotta@mintz.com">pricotta@mintz.com</a>	Counsel to Molex Connector Corp
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	<a href="mailto:Jeff.Ott@molex.com">Jeff.Ott@molex.com</a>	Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried	101 Park Avenue		New York	NY	10178-0060		212-309-6000	<a href="mailto:agottfried@morganlewis.com">agottfried@morganlewis.com</a>	Counsel to Hitachi Chemical (Singapore) Pte, Ltd.
Morgan, Lewis & Bockius LLP	Menachem O. Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	<a href="mailto:mzelmanovitz@morganlewis.com">mzelmanovitz@morganlewis.com</a>	Counsel to Sumitomo Corporation
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esq.	300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	<a href="mailto:resterkin@morganlewis.com">resterkin@morganlewis.com</a>	Counsel to Standard Microsystems Corporation and its direct and indirect subsidiaries Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in-interest to Oasis Silicon Systems, Inc.)
Moritt Hock Hamroff & Horowitz LLP	Leslie Ann Berkoff	400 Garden City Plaza		Garden City	NY	11530		516-873-2000	<a href="mailto:lberkoff@morithhock.com">lberkoff@morithhock.com</a>	Counsel to The Timken Corporation
Moses & Singer LLP	James M. Sullivan Esq.	The Chrysler Building	405 Lexington Avenue	New York	NY	10174		212-554-7800	<a href="mailto:jsullivan@mosessinger.com">jsullivan@mosessinger.com</a>	Counsel to Texas Instruments Incorporated
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	3800 Lincoln Plaza	500 North Akard Street	Dallas	RX	75201-6659		214-855-7590 214-855-7561 214-855-7587	<a href="mailto:rurbanik@munsch.com">rurbanik@munsch.com</a> <a href="mailto:jwielebinski@munsch.com">jwielebinski@munsch.com</a> <a href="mailto:drukavina@munsch.com">drukavina@munsch.com</a>	Counsel to Lankfer Diversified Industries, Inc.
Nantz, Litowich, Smith, Girard & Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546		616-977-0077	<a href="mailto:sandy@nlsq.com">sandy@nlsq.com</a>	

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Nathan, Neuman & Nathan, P.C.	Kenneth A. Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	<a href="mailto:Knathan@nathanneuman.com">Knathan@nathanneuman.com</a>	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. and Etkin Real Properties
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	OH	45203		513-455-2390	<a href="mailto:lmoore@pnc.com">lmoore@pnc.com</a>	Vice President and Senior Counsel to National City Commercial Capital
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	SC	29201		803-7255-9425	<a href="mailto:george.cauthen@nelsonmullins.com">george.cauthen@nelsonmullins.com</a>	Counsel to Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.; Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.
New Jersey Attorney General's Office Division of Law	Tracy E Richardson Deputy Attorney General	R.J. Hughes Justice Complex	25 Market St P.O. Box 106	Trenton	NJ	08628-0106		609-292-1537	<a href="mailto:tracy.richardson@dol.lps.state.nj.us">tracy.richardson@dol.lps.state.nj.us</a>	Deputy Attorney General - State of New Jersey Division of Taxation
Nixon Peabody LLP	Victor G. Milione Christopher M. Desiderio	437 Madison Ave		New York	NY	10022		212-940-3000	<a href="mailto:cdesiderio@nixonpeabody.com">cdesiderio@nixonpeabody.com</a> <a href="mailto:vmilione@nixonpeabody.com">vmilione@nixonpeabody.com</a>	Counsel to Corning Inc., Corning Incorporated, and Corning
North Point	David G. Heiman	901 Lakeside Avenue		Cleveland	OH	44114		216-586-3939	<a href="mailto:dgheiman@jonesday.com">dgheiman@jonesday.com</a>	Counsel to WL. Ross & Co., LLC
Office of the Chapter 13 Trustee Office of the Texas Attorney General	Camille Hope Jay W. Hurst	P.O. Box 954 P.O. Box 12548		Macon Austin	GA TX	31202 78711-2548		478-742-8706 512-475-4861	<a href="mailto:cahope@chapter13macon.com">cahope@chapter13macon.com</a> <a href="mailto:jay.hurst@oag.state.tx.us">jay.hurst@oag.state.tx.us</a>	Office of the Chapter 13 Trustee Counsel to The Texas Comptroller of Public Accounts
Ohio Environmental Protection Agency	c/o Michelle T. Sutter Michael M. Zizza, Legal Manager	Principal Assistant Attorney General Environmental Enforcement Section 44 Manning Road	30 E Broad St 25th Fl	Columbus	OH	43215		614-466-2766	<a href="mailto:msutter@ag.state.oh.us">msutter@ag.state.oh.us</a>	Attorney for State of Ohio, Environmental Protection Agency
Orbotech, Inc.				Billerica	MA	01821		978-901-5025	<a href="mailto:michaelz@orbotech.com">michaelz@orbotech.com</a>	Company
O'Rourke Katten & Moody	Michael Moody	55 W Wacker Dr	Ste 1400	Chicago	IL	60615		312-849-2020	<a href="mailto:mmoody@orourkeandmoody.com">mmoody@orourkeandmoody.com</a>	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue		New York	NY	10103		212-506-5187	<a href="mailto:aenglund@orrick.com">aenglund@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street		San Francisco	CA	94105		415-773-5700	<a href="mailto:fholden@orrick.com">fholden@orrick.com</a>	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Raniero D'Aversa, Jr.	51 West 52nd Street at 6th Avenue		New York	NY	10103-0001		212-506-3715	<a href="mailto:Rdaversa@orrick.com">Rdaversa@orrick.com</a>	Counsel to Bank of America, N.A.
Pachulski Stang Ziehl & Jones LLP	Michael R. Seidl	919 N. Market Street, 17th Floor	P.O. Box 8705	Wilmington	DE	19899-8705		302-652-4100	<a href="mailto:mseidl@pszilaw.com">mseidl@pszilaw.com</a>	Counsel for Essex Group, Inc.
Pachulski Stang Ziehl & Jones LLP	Robert J. Feinstein Ilan D. Scharf	780 Third Avenue, 36th Floor		New York	NY	10017-2024		212-561-7700	<a href="mailto:rfeinstein@pszilaw.com">rfeinstein@pszilaw.com</a> <a href="mailto:lscharf@pszilaw.com">lscharf@pszilaw.com</a>	Counsel for Essex Group, Inc.
Patterson Belknap Webb & Tyler LLP	Daniel A. Lowenthal	1133 Avenue of the Americas		New York	NY	10036		212-336-2720	<a href="mailto:dalowenthal@pbwt.com">dalowenthal@pbwt.com</a>	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Patterson Belknap Webb & Tyler LLP	David W. Dykhouse Phyllis S. Wallitt	1133 Avenue of the Americas		New York	NY	10036-6710		212-336-2000	<a href="mailto:dwdykhouse@pbwt.com">dwdykhouse@pbwt.com</a>	Attorneys for Fry's Metals Inc. and Specialty Coatings Systems Eft
Paul H. Spaeth Co. LPA	Paul H. Spaeth	130 W Second St Ste 450		Dayton	OH	45402		937-223-1655	<a href="mailto:spaethlaw@phslaw.com">spaethlaw@phslaw.com</a>	Attorneys for F&G Multi-Slide Inc and F&G Tool & Die Co. Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Andrew N. Rosenberg	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:arosenberg@paulweiss.com">arosenberg@paulweiss.com</a>	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated
Paul, Weiss, Rifkind, Wharton & Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:ddavis@paulweiss.com">ddavis@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Elizabeth R. McColm	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	<a href="mailto:emccolm@paulweiss.com">emccolm@paulweiss.com</a>	Counsel to Noma Company and General Chemical Performance Products LLC
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140	<a href="mailto:housnerp@michigan.gov">housnerp@michigan.gov</a>	Assistant Attorney General for State of Michigan, Department of Treasury
Penachio Malara LLP	Anne Penachio	235 Main Street	Suite 600A	White Plains	NY	10601		914-946-2889	<a href="mailto:apenachio@pmlawlp.com">apenachio@pmlawlp.com</a>	Counsel to UVA Machine Company and its successors by acquisition
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	<a href="mailto:lawallf@pepperlaw.com">lawallf@pepperlaw.com</a>	Counsel to Capro, Ltd, Teleflex Automotive Manufacturing Corporation and Teleflex Incorporated d/b/a Teleflex Morse (Capro)
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500	<a href="mailto:jaffeh@pepperlaw.com">jaffeh@pepperlaw.com</a>	Counsel to SKF USA, Inc.
Pepper, Hamilton LLP	Nina M. Varughese	3000 Two Logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	<a href="mailto:varughesen@pepperlaw.com">varughesen@pepperlaw.com</a>	Counsel to Capro, Ltd; Teleflex Automotive Manufacturing Corporation; Teleflex Incorporated; Ametek; Cleo, Inc.; Sierra International, Inc.
Pickrel Shaeffer & Ebeling	Sarah B. Carter Esq	2700 Kettering Tower		Dayton	OH	45423-2700		937-223-1130	<a href="mailto:scarter@pselaw.com">scarter@pselaw.com</a>	
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	<a href="mailto:jmanheimer@pierceatwood.com">jmanheimer@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101		207-791-1100	<a href="mailto:kcunningham@pierceatwood.com">kcunningham@pierceatwood.com</a>	Counsel to FCI Canada, Inc.; FCI Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland GmbH; FCI Italia S. p.A.
Pietragallo Bosick & Gordon LLP	Richard J. Parks	54 Buhl Blvd		Sharon	PA	16146		724-981-1397	<a href="mailto:rjp@pbandg.com">rjp@pbandg.com</a>	Counsel to Ideal Tool Company, Inc.
Pillsbury Winthrop Shaw Pittman LLP	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:karen.dine@pillsburylaw.com">karen.dine@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Pillsbury Winthrop Shaw Pittman LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:margot.erlich@pillsburylaw.com">margot.erlich@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Mark D. Houle	650 Town Center Drive	Ste 550	Costa Mesa	CA	92626-7122		714-436-6800	<a href="mailto:mark.houle@pillsburylaw.com">mark.houle@pillsburylaw.com</a>	Counsel to Clarion Corporation of America, Hyundai Motor Company and Hyundai Motor America
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:richard.epling@pillsburylaw.com">richard.epling@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Pillsbury Winthrop Shaw Pittman LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	<a href="mailto:robin.spear@pillsburylaw.com">robin.spear@pillsburylaw.com</a>	Counsel to MeadWestvaco Corporation, MeadWestvaco South Carolina LLC and MeadWestvaco Virginia Corporation
Porzio, Bromberg & Newman, P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	<a href="mailto:bsmoore@pbnlaw.com">bsmoore@pbnlaw.com</a>	
Porzio, Bromberg & Newman, P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	<a href="mailto:jsmairo@pbnlaw.com">jsmairo@pbnlaw.com</a>	Counsel to Neuman Aluminum Automotive, Inc. and Neuman Aluminum Impact Extrusion, Inc.
Previant, Goldberg, Uelman, Gratz, Miller & Brueggeman, S.C.	Jill M. Hartley and Marianne G. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	<a href="mailto:jh@previant.com">jh@previant.com</a> <a href="mailto:mgr@previant.com">mgr@previant.com</a>	Counsel to International Brotherhood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL-CIO Tool and Die Makers Local Lodge 78, District 10
PriceWaterHouseCoopers	Enrique Bujidos	Almagro	40	Madrid		28010	Spain	34 915 684 356	<a href="mailto:enrique.bujidos@es.pwc.com">enrique.bujidos@es.pwc.com</a>	Representative to DASE
QAD, Inc.	Stephen Tyler Esq	10,000 Midlantic Drive	Suite 100 West	Mt. Laurel	NJ	08054		856-840-2870	<a href="mailto:xst@qad.com">xst@qad.com</a>	Counsel to QAD, Inc.
Quarles & Brady LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520-770-8717	<a href="mailto:knye@quarles.com">knye@quarles.com</a>	Counsel to Offshore International, Inc.; Maquilas Teta Kawi, S.A. de C.V.; On Semiconductor Corporation; Flambeau Inc.
Quarles & Brady LLP	Roy Prange	33 E Main St Ste 900		Madison	WI	53703-3095		608-283-2485	<a href="mailto:rjp@quarles.com">rjp@quarles.com</a>	Counsel for Flambeau Inc.
Quarles & Brady LLP	Valerie L. Bailey-Rihn Esq	33 E Main St Ste 900		Madison	WI	53703		608-283-2407	<a href="mailto:valerie.bailey-rihn@quarles.com">valerie.bailey-rihn@quarles.com</a>	Counsel to Charter Manufacturing Co., Charter Mfg. Co. Inc., Charter Steel and Milwaukee Wire Products
Reed Smith	Ann Pille	10 South Wacker Drive		Chicago	IL	60606		312-207-1000	<a href="mailto:apille@reedsmith.com">apille@reedsmith.com</a>	Counsel to Infineon; Infineon Technologies
Republic Engineered Products, Inc.	Joseph A Kaczka	3770 Embassy Parkway		Akron	OH	44333		330-670-3215	<a href="mailto:jkaczka@republicengineered.com">jkaczka@republicengineered.com</a>	Counsel to Republic Engineered Products, Inc.
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	<a href="mailto:jshickich@riddellwilliams.com">jshickich@riddellwilliams.com</a>	Counsel to Microsoft Corporation; Microsoft Licensing, GP
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago	IL	60603		312-726-4646	<a href="mailto:jcrotty@rieckcrotty.com">jcrotty@rieckcrotty.com</a>	Counsel to Mary P. O'Neill and Liam P. O'Neill

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Russell Reynolds Associates, Inc.	Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	<a href="mailto:rtrack@msn.com">rtrack@msn.com</a>	Counsel to Russell Reynolds Associates, Inc.
Satterlee Stephens Burke & Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	<a href="mailto:cbelmonte@ssbb.com">cbelmonte@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Pamela A. Bosswick	230 Park Avenue		New York	NY	10169		212-818-9200	<a href="mailto:pbosswick@ssbb.com">pbosswick@ssbb.com</a>	Counsel to Moody's Investors Service
Satterlee Stephens Burke & Burke LLP	Roberto Carrillo	230 Park Avenue	Suite 1130	New York	NY	10169		212-818-9200	<a href="mailto:rcarrillo@ssbb.com">rcarrillo@ssbb.com</a>	Attorney's for Tecnomec S.r.l.
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:dweiner@schaferandweiner.com">dweiner@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:hborin@schaferandweiner.com">hborin@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340	<a href="mailto:rheilman@schaferandweiner.com">rheilman@schaferandweiner.com</a>	Counsel to Dott Industries, Inc.
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	<a href="mailto:egeekie@schiffhardin.com">egeekie@schiffhardin.com</a>	Counsel to Means Industries
Schulte Roth & Zabel LLP	David J. Karp	919 Third Avenue		New York	NY	10022		212-756-2000	<a href="mailto:david.karp@srz.com">david.karp@srz.com</a>	Counsel to Parnassus Holdings II, LLC and Platinum Equity Capital Partners II, LP
Schulte Roth & Zabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	<a href="mailto:james.bentley@srz.com">james.bentley@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America
Schulte Roth & Zabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	<a href="mailto:michael.cook@srz.com">michael.cook@srz.com</a>	Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
Schwartz Lichtenberg LLP	Barry E Lichtenberg Esq	420 Lexington Ave Ste 2400		New York	NY	10170		212-389-7818	<a href="mailto:barryster@att.net">barryster@att.net</a>	Counsel to Marybeth Cunningham
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	<a href="mailto:pbaisier@seyfarth.com">pbaisier@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	Robert W. Dremluk	620 Eighth Ave		New York	NY	10018-1405		212-218-5500	<a href="mailto:rdremluk@seyfarth.com">rdremluk@seyfarth.com</a>	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Two Seaport Lane, Suite 300	Boston	MA	02210		617-946-4800	<a href="mailto:whanlon@seyfarth.com">whanlon@seyfarth.com</a>	Counsel to le Belier/LBQ Foundry S.A. de C.V.
Shaw Gussis Fishman Glantz Wolfson & Towbin LLC	Brian L Shaw	321 N. Clark St.	Suite 800	Chicago	IL	60654		312-541-0151	<a href="mailto:bshaw100@shawgussis.com">bshaw100@shawgussis.com</a>	Counsel to ATC Logistics & Electronics, Inc.
Sheehan Phinney Bass + Green Professional Association	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manchester	NH	03105-3701		603-627-8139	<a href="mailto:bharwood@sheehan.com">bharwood@sheehan.com</a>	Counsel to Source Electronics, Inc.
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	<a href="mailto:lawtoll@comcast.net">lawtoll@comcast.net</a>	Counsel to Milwaukee Investment Company
Sheppard Mullin Richter & Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	<a href="mailto:ewaters@sheppardmullin.com">ewaters@sheppardmullin.com</a>	Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	<a href="mailto:msternstein@sheppardmullin.com">msternstein@sheppardmullin.com</a>	Counsel to International Rectifier Corp. and Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	<a href="mailto:tcohen@sheppardmullin.com">tcohen@sheppardmullin.com</a>	Counsel to Gary Whitney
Sheppard Mullin Richter & Hampton LLP	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	<a href="mailto:twardle@sheppardmullin.com">twardle@sheppardmullin.com</a>	Counsel to International Rectifier Corp.
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	<a href="mailto:rthibeaux@shergarner.com">rthibeaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	<a href="mailto:rthibaux@shergarner.com">rthibaux@shergarner.com</a>	Counsel to Gulf Coast Bank & Trust Company
Shipman & Goodwin LLP	Kathleen M. LaManna	One Constitution Plaza		Hartford	CT	06103-1919		860-251-5603	<a href="mailto:bankruptcy@goodwin.com">bankruptcy@goodwin.com</a>	
Sills, Cummis Epstein & Gross, P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	<a href="mailto:asherman@sillscummis.com">asherman@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	<a href="mailto:jzackin@sillscummis.com">jzackin@sillscummis.com</a>	Counsel to Hewlett-Packard Financial Services Company
Sills, Cummis Epstein & Gross, P.C.	Valerie A Hamilton Simon Kimmelman	650 College Rd E		Princeton	NJ	08540		609-227-4600	<a href="mailto:vhamilton@sillscummis.com">vhamilton@sillscummis.com</a> <a href="mailto:skimmelman@sillscummis.com">skimmelman@sillscummis.com</a>	Counsel to Doosan Infracore America Corp.
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	CT	06830		203-542-4216	<a href="mailto:cfortgang@silverpointcapital.com">cfortgang@silverpointcapital.com</a>	Counsel to Silver Point Capital, L.P.
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	800 Delaware Avenue, 7th Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	<a href="mailto:kmiller@skfdelaware.com">kmiller@skfdelaware.com</a>	Counsel to Airgas, Inc.
SNR Denton US LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	<a href="mailto:fyates@sonnenschein.com">fyates@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc. and United Plastics Group
SNR Denton US LLP	Oscar N. Pinkas	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	<a href="mailto:opinkas@sonnenschein.com">opinkas@sonnenschein.com</a>	Counsel to Schaeffler Canada, Inc. and Schaeffler KG
SNR Denton US LLP	Robert E. Richards	7800 Sears Tower	233 South Wacker Drive	Chicago	IL	60606		312-876-8000	<a href="mailto:rrichards@sonnenschein.com">rrichards@sonnenschein.com</a>	Counsel to Molex, Inc. and INA USA, Inc.; Counsel to Schaeffler Canada, Inc. and Schaeffler KG
Squire, Sanders & Dempsey L.L.P.	G. Christopher Meyer	4900 Key Tower	127 Public Sq	Cleveland	OH	44114		216-479-8692	<a href="mailto:cmeyer@ssd.com">cmeyer@ssd.com</a>	Counsel to Furukawa Electric Co., Ltd.; Counsel for the City of Dayton, Ohio
State of California Office of the Attorney General	Sarah E. Morrison	Deputy Attorney General	300 South Spring Street Ste 1702	Los Angeles	CA	90013		213-897-2640	<a href="mailto:sarah.morrison@doj.ca.gov">sarah.morrison@doj.ca.gov</a>	Attorneys for the State of California Department of Toxic Substances Control
State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agency	Roland Hwang Assistant Attorney General	3030 W. Grand Boulevard	Suite 9-600	Detroit	MI	48202		313-456-2210	<a href="mailto:hwangr@michigan.gov">hwangr@michigan.gov</a>	Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency
State of Michigan Labor Division	Susan Przekop-Shaw	PO Box 30736		Lansing	MI	48909		517-373-2560	<a href="mailto:przekopshaws@michigan.gov">przekopshaws@michigan.gov</a>	Assistant Attorney General as Attorney for the Michigan Workers' Compensation Agency
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	<a href="mailto:jmbaumann@steeltechnologies.com">jmbaumann@steeltechnologies.com</a>	Counsel to Steel Technologies, Inc.
Sterns & Weinroth, P.C.	Michael A Spero Simon Kimmelman Valerie A Hamilton	50 West State Street, Suite 1400	PO Box 1298	Trenton	NJ	08607-1298		609-392-2100	<a href="mailto:jspecf@sternslaw.com">jspecf@sternslaw.com</a>	Counsel to Doosan Infracore America Corp.
Stevens & Lee, P.C.	Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	<a href="mailto:cp@stevenslee.com">cp@stevenslee.com</a>	Counsel to Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. Electronix, Inc.
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	<a href="mailto:mshaiken@stinsonmoheck.com">mshaiken@stinsonmoheck.com</a>	Counsel to ThyssenKrupp Waupaca, Inc. and ThyssenKrupp Stahl Company
Stinson Morrison Hecker LLP	Nicholas J Zluticky	1201 Walnut Street	Suite 2900	Kansas City	MO	64106		816-691-3278	<a href="mailto:nzluticky@stinson.com">nzluticky@stinson.com</a>	Counsel to ThyssenKrupp Waupaca, Inc.



COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
Stites & Harbison PLLC	Madison L. Cashman	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	<a href="mailto:robert.goodrich@stites.com">robert.goodrich@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	<a href="mailto:madison.cashman@stites.com">madison.cashman@stites.com</a>	Counsel to Setech, Inc.
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448	<a href="mailto:wbeard@stites.com">wbeard@stites.com</a>	Counsel to WAKO Electronics (USA), Inc., Ambrake Corporation, and Akebona Corporation (North America)
Taft, Stettinius & Hollister LLP	Richard L. Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838	<a href="mailto:ferrell@taftlaw.com">ferrell@taftlaw.com</a>	Counsel to Wren Industries, Inc.
Taft, Stettinius & Hollister LLP	W. Timothy Miller Esq.	425 Walnut Street	Suite 1800	Cincinnati	OH	45202		513-381-2838	<a href="mailto:miller@taftlaw.com">miller@taftlaw.com</a>	Counsel to Select Industries Corporation and Gobar Systems, Inc.
Teitelbaum & Baskin LLP	Jay Teitelbaum Ron Baskin	3 Barker Avenue	3rd Floor	White Plains	NY	10601		914-437-7670	<a href="mailto:jteitelbaum@tblawlp.com">jteitelbaum@tblawlp.com</a> <a href="mailto:rbaskin@tblawlp.com">rbaskin@tblawlp.com</a>	Counsel to Mary H. Schaefer
Tennessee Department of Revenue	Marvin E. Clements, Jr.	c/o TN Attorney General's Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	<a href="mailto:agbanknewyork@ag.tn.gov">agbanknewyork@ag.tn.gov</a>	Tennessee Department of Revenue
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center		New York	NY	10281		212-912-7679	<a href="mailto:jforstot@tpw.com">jforstot@tpw.com</a>	Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281		212-912-7607	<a href="mailto:lcurcio@tpw.com">lcurcio@tpw.com</a>	Counsel to TT Electronics, Plc
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	2-Chrome, Chiyoda-ku	Tokyo	Japan	100-8322			<a href="mailto:niizeki.tetsuhiro@furukawa.co.jp">niizeki.tetsuhiro@furukawa.co.jp</a>	Legal Department of The Furukawa Electric Co., Ltd.
The Michaelson Law Firm	Robert N Michaelson	11 Broadway Ste 615		New York	NY	10004		212-604-0685	<a href="mailto:rnm@michaelsonlawfirm.com">rnm@michaelsonlawfirm.com</a>	Counsel to NXP Semiconductors USA, Inc.
The Timken Corporation BIC - 08	Michael Hart	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706-0927		330-438-3000	<a href="mailto:michael.hart@timken.com">michael.hart@timken.com</a>	Representative for Timken Corporation
Thompson & Knight	Rhett G. Campbell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	<a href="mailto:rhett.campbell@tklaw.com">rhett.campbell@tklaw.com</a>	Counsel to STMicroelectronics, Inc.
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915		212-751-3045	<a href="mailto:ira.herman@tklaw.com">ira.herman@tklaw.com</a>	Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693		214-969-1505	<a href="mailto:john.brannon@tklaw.com">john.brannon@tklaw.com</a>	Counsel to Victory Packaging
Thompson Coburn Fagel Haber	Lauren Newman	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	<a href="mailto:lnewman@thompsoncoburn.com">lnewman@thompsoncoburn.com</a>	Counsel to Aluminum International, Inc.
Thompson Hine LLP	Jennifer L. Maffett	2000 Courthouse Plaza NE	10 W Second St	Dayton	OH	45402		937-443-6600	<a href="mailto:Jennifer.Maffett@ThompsonHine.com">Jennifer.Maffett@ThompsonHine.com</a>	Counsel to Rieck Group, LLC n/k/a Mechanical Construction Managers, LLC
TI Group Automotive Systems LLC	Timothy M. Guerriero	12345 E Nine Mile Rd		Warren	MI	48089		586-755-8066	<a href="mailto:tguerriero@us.tiauto.com">tguerriero@us.tiauto.com</a>	General Counsel and Company Secretary to TI Group Automotive Systems LLC
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400	<a href="mailto:jlevi@toddlevi.com">jlevi@toddlevi.com</a>	Counsel to Bank of Lincolnwood
Todtman Nachamie Spizz & Johns PC	Janice B. Grubin	425 Park Avenue	5th Floor	New York	NY	10022		212-754-9400	<a href="mailto:jgrubin@tnsi-law.com">jgrubin@tnsi-law.com</a>	Counsel to Vanguard Distributors, Inc.
U.S. Department of Justice	Matthew L. Schwartz Joseph N. Cordaro	Assistant United States Attorneys	86 Chambers St 3rd Fl	New York	NY	10007		212-637-1945	<a href="mailto:matthew.schwartz@usdoj.gov">matthew.schwartz@usdoj.gov</a> <a href="mailto:Joseph.Cordaro@usdoj.gov">Joseph.Cordaro@usdoj.gov</a>	Counsel to Environmental Protection Agency; Internal Revenue Service; Department of Health and Human Services; and Customs and Border Protection
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		585-258-2800	<a href="mailto:hazamboni@underbergkessler.com">hazamboni@underbergkessler.com</a>	Counsel to McAlpin Industries, Inc.
Union Pacific Railroad Company	Mary Ann Kilgore	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	<a href="mailto:mkilgore@UP.com">mkilgore@UP.com</a>	Counsel to Union Pacific Railroad Company

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	EMAIL	PARTY / FUNCTION
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy Vedder Price PC	Allied Industrial and Service Workers, Intl Union (USW), AFL-CIO Stephanie K Hor Chen	David Jury, Esq. 222 N LaSalle St Ste 2600	Five Gateway Center Suite 807	Pittsburgh Chicago	PA IL	15222 60601		412-562-2546 312-609-7786	<a href="mailto:djury@usw.org">djury@usw.org</a> <a href="mailto:schen@vedderprice.com">schen@vedderprice.com</a>	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO Counsel to The Intec Group, Inc.
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215		614-464-8322	<a href="mailto:ts Cobb@vorys.com">ts Cobb@vorys.com</a>	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	<a href="mailto:RGMason@wlrk.com">RGMason@wlrk.com</a>	Counsel to Capital Research and Management Company
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2185	<a href="mailto:gtoering@wnj.com">gtoering@wnj.com</a>	Counsel to Robert Bosch Corporation; Counsel to Daewoo International Corp and Daewoo International (America) Corp
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	<a href="mailto:mcruse@wnj.com">mcruse@wnj.com</a>	Counsel to Compuware Corporation
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	111 Lyon Street, N.W.	Grand Rapids	MI	49503		616-752-2158	<a href="mailto:growsb@wnj.com">growsb@wnj.com</a>	Counsel to Behr Industries Corp.
Weltman, Weinberg & Reis Co., L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	OH	43215		614-857-4326	<a href="mailto:gpeters@weltman.com">gpeters@weltman.com</a>	Counsel to Seven Seventeen Credit Union
White & Case LLP	Glenn Kurtz Gerard Uzzi Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200	<a href="mailto:skurtz@ny.whitecase.com">skurtz@ny.whitecase.com</a> <a href="mailto:guzzi@whitecase.com">guzzi@whitecase.com</a> <a href="mailto:dbaumstein@ny.whitecase.com">dbaumstein@ny.whitecase.com</a>	Counsel to Appaloosa Management, LP
White & Case LLP	Thomas Lauria Frank Eaton	Wachovia Financial Center	200 South Biscayne Blvd., Suite 4900	Miami	FL	33131		305-371-2700	<a href="mailto:tlauria@whitecase.com">tlauria@whitecase.com</a> <a href="mailto:featon@miami.whitecase.com">featon@miami.whitecase.com</a>	Counsel to Appaloosa Management, LP
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414-273-2100	<a href="mailto:barnold@whdlaw.com">barnold@whdlaw.com</a>	Counsel to Schunk Graphite Technology
Wickens Herzer Panza Cook & Batista Co	James W Moennich Esq	35765 Chester Rd		Avon	OH	44011-1262		440-930-8000	<a href="mailto:jmoennich@wickenslaw.com">jmoennich@wickenslaw.com</a>	Counsel for Delphi Sandusky ESOP
Winston & Strawn LLP	David Neier Carey D. Schreiber	200 Park Avenue		New York	NY	10166-4193		212-294-6700	<a href="mailto:dneier@winston.com">dneier@winston.com</a> <a href="mailto:cschreiber@winston.com">cschreiber@winston.com</a>	Counsel to Ad Hoc Group of Tranche A & B DIP Lenders
Winthrop Couchot Professional Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	<a href="mailto:mwinthrop@winthropcouchot.com">mwinthrop@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Winthrop Couchot Professional Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	<a href="mailto:sokeefe@winthropcouchot.com">sokeefe@winthropcouchot.com</a>	Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge & Rice, PLLC	Allen Grumbine	550 South Main St		Greenville	SC	29601		864-255-5402	<a href="mailto:agrumbine@wcsr.com">agrumbine@wcsr.com</a>	Counsel to Armacell
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801			<a href="mailto:mbusenkell@wcsr.com">mbusenkell@wcsr.com</a>	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	<a href="mailto:rkisicki@woodsoviatt.com">rkisicki@woodsoviatt.com</a>	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	<a href="mailto:skrause@zeklaw.com">skrause@zeklaw.com</a>	Counsel to Toyota Tsusho America, Inc.

## **EXHIBIT B**

## Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee

## **EXHIBIT C**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Albert L. Hogan, III  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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NOTICE OF ADJOURNMENT OF REORGANIZED DEBTORS' MOTION  
UNDER 11 U.S.C. § 105 AND FED. R. BANKR. P. 9014 FOR LEAVE TO  
(I) SUPPLEMENT THE RECORD OF THE JUNE 21, 2011 HEARING AND  
(II) FILE THE REORGANIZED DEBTORS' STATEMENT REGARDING  
SERVICE OF THE FINAL EXTENSION MOTION

("NOTICE OF ADJOURNMENT OF MOTION  
REGARDING SERVICE OF THE FINAL EXTENSION MOTION")

PLEASE TAKE NOTICE that on August 2, 2011, DPH Holdings Corp. and its affiliated reorganized debtors (the "Reorganized Debtors"), formerly known as Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (f/k/a In re Delphi Corporation, et al.) (collectively, the "Debtors"), filed the Reorganized Debtors' Motion Under 11 U.S.C. § 105 And Fed. R. Bankr. P. 9014 For Leave To (I) Supplement The Record Of The June 21, 2011 Hearing And (II) File The Reorganized Debtors' Statement Regarding Service Of The Final Extension Motion (Docket No. 21509) (the "Motion").

PLEASE TAKE FURTHER NOTICE that the hearing originally set for August 25, 2011 at 10:00 a.m. (prevailing Eastern time) to consider the Motion has been adjourned to the hearing scheduled for **October 24, 2011 at 10:00 a.m.** (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, Room 118, White Plains, New York 10601-4140 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) (the "Supplemental Case Management Order"), and the Twenty-Fourth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered August 1, 2011

(Docket No. 21507) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York, The Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, Courtroom 116, White Plains, New York 10601-4140, and (e) be served upon (i) DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: President), (ii) counsel to the Reorganized Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., Albert L. Hogan, III, and Ron E. Meisler), and (iii) special counsel to the Reorganized Debtors, Butzel Long PC, 150 West Jefferson, Suite 100, Detroit, Michigan 48226 (Att'n: Cynthia J. Haffey and Sheldon H. Klein), in each case so as to be received no later than 4:00 p.m. (prevailing Eastern time) on **October 17, 2011**.



Dated: New York, New York  
August 18, 2011

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr.  
John K. Lyons  
Albert L. Hogan, III  
Ron E. Meisler  
155 North Wacker Drive  
Chicago, Illinois 60606

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

## **EXHIBIT D**

**Hearing Date And Time: August 25, 2011 at 10:00 a.m. (prevailing Eastern time)**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
Lee P. Garner

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
-----	X	

**REORGANIZED DEBTORS' OBJECTION TO MOTION OF  
METHODE ELECTRONICS, INC. FOR LEAVE TO FILE ITS AMENDED  
COUNTERCLAIM AGAINST THE REORGANIZED DEBTORS IN MICHIGAN**

DPH Holdings Corp. and its affiliated reorganized debtors hereby submit this  
objection in response to the Motion Of Methode Electronics, Inc. For Leave To File Its Amended  
Counterclaim Against The Reorganized Debtors In Michigan, filed July 1, 2011 (Docket Nos. 21424  
and 21425) (the "Motion").

**Preliminary Statement**

This is the third time that Methode has moved for leave to prosecute a claim for breach of the parties' Supply Agreement in Michigan state court. At the first hearing, on May 20, 2010, Methode stipulated that it did not seek to assert claims that arose prior to June 1, 2009, the first administrative claims bar date, in order to avoid an adverse ruling regarding its failure to file a timely proof of claim. Thereafter, Methode submitted a new proposed claim that violated the stipulation by continuing to allege wrongful conduct that occurred prior to the bar date. At a second hearing, on July 22, 2010, the court again gave Methode leave to submit a revised claim that complied with the stipulation.

After Methode took no action for ten months, the Reorganized Debtors re-noticed for a sufficiency hearing their original objection to Methode's administrative expense claim. Two days later, Methode committed an intentional and sanctionable violation of the stipulation and this Court's prior orders by proffering yet another proposed counterclaim that is based on alleged pre-bar-date conduct. This time, the main basis of the claim is Delphi's alleged concealment of a preference action against Methode during contract negotiations in 2008. However, the stipulation clearly bars any claim based on Delphi's pre-bar-date conduct, including alleged conduct in connection with entry into the Supply Agreement, and Methode was fully aware of the preference action at the time it entered into the stipulation. Accordingly, the Court should deny the Motion with prejudice. The Court should not countenance Methode's sanctionable conduct in repeatedly causing the Reorganized Debtors to spend resources litigating issues that are foreclosed by Methode's prior stipulation and this Court's orders.

## **Background**

### **Delphi's Supply Agreement With Methode**<sup>1</sup>

Methode was a supplier to former Delphi Automotive Systems LLC of parts used in Delphi's Passive Occupant Detection System. Beginning in May 2008, Methode demanded significant price increases from Delphi – up to 50% or more – and threatened to cease supplying parts to Delphi if it did not comply. Although Delphi informed Methode that its actions would cause Delphi to seek to resource away from Methode, ultimately Delphi entered into a new three-year Supply Agreement with Methode in September 2008 that included significant price increases. The agreement expressly incorporated Delphi's Terms & Conditions, but only after Delphi agreed to specific modifications to the Terms & Conditions that were required by Methode. Section 11 of the Terms & Conditions – which Methode did not ask to modify – provided Delphi the right to terminate "for convenience" at any time in exchange for a cancellation payment to compensate Methode for "raw materials, work-in-process and finished goods inventory." The agreement provided a formula for calculating the cancellation payment and provided that the cancellation payment would be Methode's "sole and exclusive recovery" if Delphi terminated the agreement for convenience. (See Motion, Exh. 1, § 11.)

### **The Michigan State Court Action**

In January 2009, Methode sued Delphi for anticipatory breach of contract, alleging that Delphi's purportedly concealed efforts to resource supply constituted an anticipatory

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<sup>1</sup> Methode's brief in support of its initial motion, the Reorganized Debtors' objection, and Methode's reply are at Docket Nos. 19896, 20070, and 20164, respectively. The transcript of the May 20, 2010 hearing and the Court's order granting in part, denying in part, and determining to be moot in part the initial motion are at Docket Nos. 20197 and 20240, respectively. Methode's supplement to the initial motion, the Reorganized Debtors' supplemental objection, and Methode's supplemental reply are at Docket Nos. 20274, 20418, and 20431, respectively. The Court held a hearing on the supplemental motion on July 22, 2010. The Court's order denying the supplemental motion is at Docket No. 20548. Much of the background set forth herein and in Methode's brief comes from the record of the prior proceedings, which should be incorporated into the record of the Motion.

repudiation of the Supply Agreement. Methode pleaded its claim as a counterclaim in existing litigation in which Delphi was seeking to compel Methode to provide access to tooling drawings. The counterclaim alleged that Delphi entered into the agreement in bad faith and, in particular, that "Delphi concealed its intent to in-source or re-source Methode shortly after executing the agreement in order to induce Methode to enter the agreement . . . ." (Original Counterclaim ¶ 44.) While the suit was pending, Methode continued to supply parts and Delphi continued to pay for them. Although Methode's breach of contract allegations arose, and were filed, well prior to June 1, 2009, Methode did not file an administrative claim by the July 15, 2009 bar date applicable to claims that arose on or before June 1, 2009.

On August 26, 2009, Delphi sent a letter terminating the supply agreement for convenience effective September 10, 2009. Methode sought to enjoin the termination in the state court action, but the state court denied the motion. Thereafter, Methode submitted a claim for a cancellation payment of approximately \$761,000 under Section 11 of the Terms & Conditions. Despite the Supply Agreement's express provision of the cancellation payment as Methode's sole and exclusive remedy, Methode then submitted an administrative claim seeking \$40.5 million, citing its existing Michigan counterclaim (the "Contract Claim").

Meanwhile, Delphi's modified plan of reorganization became effective on October 6, 2009. On December 4, 2009, the Reorganized Debtors moved in the Michigan case for a stay based on the plan injunctions contained in paragraph 22 of the Plan Modification Order and Article 11.4 of the modified plan. The state court granted the motion on February 24, 2009.

### **Proceedings In This Court**

In the Forty-Sixth Omnibus Claims Objection, the Reorganized Debtors sought to disallow and expunge Methode's administrative claims as untimely and also objected to them on

the merits. (Docket No. 19711.) In response, Methode filed a motion to overrule the Reorganized Debtors' timeliness objection and allow continued litigation of the contract dispute in Michigan state court.

At the May 20, 2010 hearing on this matter, Methode avoided a ruling on the timeliness of the Contract Claim by stipulating that Methode would only assert a timely claim. For example, Methode's counsel agreed with the Court's statement that "[y]ou don't have a bad faith claim based upon their . . . breach of duty of good faith and fair dealing claim, for example, based on pre bar date activity." (See May 20, 2010 Tr. at 31.) Thereafter, the settled order recited that "Methode's Contract Claim does not seek to assert claims that arose prior to June 1, 2009." (Docket No. 20240 ¶ E.) In other words, Methode voluntarily agreed to relinquish any claims that arose prior to June 1, 2009, thereby mooted the Reorganized Debtors' timeliness objection. As a result of the stipulation, Methode agreed that its existing counterclaim for anticipatory breach of contract, pending in Michigan state court, was also moot. In light of Methode's agreement to submit to the Reorganized Debtors a proposed amended counterclaim alleging only a post-bar date breach of contract, the Court held in abeyance Methode's request to lift the Plan Injunction to allow litigation regarding the contract claim in Michigan state court "pending a stipulation between the parties or further application to this Court." (Id. ¶1.c.)

On June 15, 2010, Methode provided to the Reorganized Debtors its first proposed amended counterclaim. Despite the stipulation, the only wrongful conduct alleged in the first proposed amended counterclaim was the same pre-bar date conduct that was alleged as the basis for the counterclaim filed in January 2009, i.e., that Delphi had no good faith intention to perform at the time it entered into the contract, but concealed its intent in order to induce Methode to enter into the agreement. (Docket No. 20274, Ex. C, ¶¶ 20, 24.) At a subsequent

hearing on July 15, 2010, the Court agreed with the Reorganized Debtors that Methode "did not establish that the [first] Proposed Amended Counterclaim asserts claims that arose after May 31, 2009." (Docket No. 20548 ¶ D.) However, the Court denied the motion without prejudice to provide Methode with another chance to plead a timely claim.

Ten months later, the Reorganized Debtors noticed Methode's administrative claim for a sufficiency hearing in light of Methode's failure to proffer a new claim. (Docket No. 21288.) On May 27, 2011, Methode submitted a second proposed amended counterclaim consisting of two counts. Count I alleges breach of contract in August 2009 under the theory that "the three-year term negotiated by the parties overrides any general boilerplate terms," including Delphi's right to terminate for convenience. (Motion, Exh. 3, ¶ 26.) Count II alleges that Delphi fraudulently induced Methode to enter the contract in 2008 by concealing the existence of its preference suit against Methode. (*Id.* ¶ 39, 46.)

### **Argument**

#### **I. METHODE'S PROPOSED COUNTERCLAIM IS BARRED BY METHODE'S PRIOR STIPULATION THAT ITS CONTRACT CLAIM IS PREDICATED ON POST-BAR-DATE CONDUCT**

Although Methode's current Motion is written as though on a clean slate, Methode is constrained by its prior stipulation that it only seeks to bring a Contract Claim based on conduct that occurred after the first administrative claims bar date. The stipulation is law of the case that (1) precludes Methode's arguments regarding the validity of the first bar date and (2) bars Methode's purported claim based on fraudulent inducement and other alleged pre-bar-date conduct.

##### **A. The Stipulation Is Law Of The Case**

During argument on Methode's first motion, in May 2010, Methode avoided a ruling on the effect of its failure to file a claim by the first administrative claims bar date by



stipulating that its Contract Claim is predicated upon post-bar-date conduct. The transcript reflects the stipulation in several places as follows:

MR MAYER: . . . [J]ust to cut through it, then, what one has at this point in time as a live claim . . . is a claim where we say that Delphi's termination, which occurred August 26th/27th of 2009, was in breach. . . . And that claim had not been pleaded in Michigan . . . .

THE COURT: All right. So just to be clear then. At this point Methode's contract claim is a claim predicated upon post bar date conduct.

MR MAYER: That is certainly our view, Your Honor. . . .

\* \* \*

THE COURT: You don't have a bad faith claim based upon their whatever, you know, breach of duty of good faith and fair dealing claim, for example, based on pre bar date activity.

MR. MAYER: Yes. I think that is right.

(May 20, 2010 Tr. at 24, 31.) There was another colloquy with Methode's other counsel that ended in similar agreement regarding the scope of the stipulation:

THE COURT: Okay. I.e., the only claim you're asserting is a post bar date breach.

MS WALSH: Yes.

(Id. at 32.) The transcript makes clear that the Court treated the timeliness issue as moot – and therefore did not rule on it – because of Methode's stipulation that the Contract Claim would be predicated solely on post-bar-date conduct.

THE COURT: The claim in the papers raised the possibility, just as with the patent claim, that there's some additional wrongdoing that gives rise to a basis for a claim before the bar date. . . . But they're very clear on the record today that that's not their position, that it's the breach in August that is the basis for the claim. . . . So I conclude, then, that the issue of the timeliness of the . . . November claim as it applies to the contract claim issue . . . is moot, given the clear statement on the record today . . . that the contract claim against DPH that's being asserted, and the only contract claim that's being asserted on this contract, is based upon the August termination, the claim of breach in August.

(Id. at 26-27.) The stipulation was also reflected in a settled order, which contains a finding that:

As stipulated by Methode on the record at the Hearing, the counterclaim with respect to the Supply Agreement is moot as currently pleaded in the Michigan state court, and Methode's Contract Claim does not seek to assert claims that arose prior to June 1, 2009.

(June 14, 2010 Order ¶ E.) Additionally, the disposition of the Motion as set forth in the Order is expressly based upon the stipulation:

The disposition of the Motion and the Reorganized Debtors' timeliness objection with respect to the Contract Claim is as set forth in the transcript of the Hearing, which is hereby So Ordered by the Court. Accordingly, the request to overrule the Reorganized Debtors' timeliness objection with respect to the Contract Claim is deemed moot and the request to lift the Plan Injunction to allow litigation regarding the Contract Claim in the Michigan state court is held in abeyance pending a stipulation between the parties or further application to this Court.

(Id. ¶1.c.)

The record is clear that Methode relied on the stipulation to avoid having the Court rule on the Reorganized Debtors' timeliness objection to the Contract Claim. Indeed, with respect to Methode's Patent Claim, which was not covered by the stipulation, the Court found that Methode had failed to establish excusable neglect or cause to justify its failure to timely file its administrative claims. Having relied upon its stipulation to avoid a similar ruling on the Contract Claim, Methode must abide by the stipulation as law of the case.

**B. The Stipulation Bars Methode's Arguments Against Enforcement Of The First Administrative Claims Bar Date**

Methode's Motion misapprehends the significance of the stipulation. All parties agreed at the May 20, 2010 hearing that the first administrative bar date order was "out of the case" in light of the stipulation. (Tr. at 55; see also id. at 27.) Accordingly, Methode's leading argument in the current Motion – that "Delphi cannot enforce the bar dates against Methode because it procured them while concealing the preference lawsuit" – must fail. (See Motion,

Point I, pp. 16-19.) In objecting to Methode's Contract Claim, the Reorganized Debtors are seeking only to enforce Methode's stipulation on the timeliness issue – not the bar date order itself. Moreover, Methode cannot claim that there was any concealment of the preference suit at the time it entered into the stipulation in May 2010. Methode admits to receiving service of the suit two months earlier, in March 2010, and was fully apprised of the circumstances at the time of the stipulation.

Similarly inapposite is Methode's argument that "Delphi's notice with respect to the First Bar Date was legally insufficient" because it allegedly failed to specifically identify Delphi Automotive Systems LLC as a debtor or because the plan allegedly was ambiguous with regard to litigation proceeding in other forums. (See Motion , Point V, pp. 33-37.) Again, the Reorganized Debtors are seeking to enforce Methode's stipulation – not the first bar date order itself. At this point in the litigation, any arguments Methode could have alleged regarding the sufficiency of notice of the first bar date were waived by its stipulation that the Contract Claim is predicated solely on conduct that occurred after that date.<sup>2</sup>

**C. Methode's Proposed Counterclaim Violates The Stipulation**

The current proposed two-count counterclaim is again predicated on pre-bar-date conduct and therefore willfully flouts the stipulation and this Court's prior orders. This time, among other things, Methode alleges that Delphi fraudulently induced Methode to enter into the Supply Agreement during the 2008 negotiations because Delphi had "secretly" filed a preference

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<sup>2</sup> Indeed, Methode gave these arguments up in connection with the patent claim, which did go forward to a decision on the merits. The Court found that "Methode does not dispute that it received such notice in a timely fashion that would have enabled it to file an administrative claim, in respect of its patent claim, before the July 15th bar date." (May 20, 2010 Tr. at 64.) Similarly, Methode's counsel agreed with the Court's observation that "I don't see any suggestion in the record that someone actually looked at the plan and said, oh, no, I don't have to file a proof of claim for an admin expense because the plan says the parties can choose their forum." (Id. at 44.)

suit against Methode. As alleged in the current proposed counterclaim and incorporated into both Count I and Count II:

3. Delphi actively concealed the existence of this suit during contract negotiations of the three-year contract. As a result of Delphi's deceptive activity, Methode entered into a contract that it would not otherwise have entered into had it known of Delphi's secret preference action.
23. . . [T]hroughout the period that Methode and Delphi were negotiating the three-year contract, Delphi withheld critical information in bad faith in order to induce Methode to enter into a long-term agreement. . . .

(Motion, Exh. 3, Proposed Counterclaim ¶¶ 3, 23-24, 37.) There is no question that claims predicated on fraud during the 2008 negotiations arose prior to June 1, 2009 and therefore violate Methode's stipulation that its Contract Claim is based solely on post-bar-date conduct. Moreover, Methode entered into the stipulation with full knowledge of the existence of the preference suit that it now deems "silent fraud."

The current proposed counterclaim also continues to allege, at least implicitly, that Delphi entered the agreement in bad faith because Delphi allegedly "intended to in-source or re-source Methode as a supplier at the time of contract formation." (See Motion, Exh. 3, Count I, ¶ 29-30 (alleging that Delphi's denial of the foregoing allegation in discovery "purposely misled Methode"); see also ¶¶ 14, 17.) Additionally, the proposed counterclaim states that "Methode's damages were exacerbated by Delphi's conduct in concealing its in-sourcing efforts . . . ." (Id. ¶ 2.) Methode also claims that certain of Delphi's pre-bar-date discovery responses were false. (Id. ¶ 31.)<sup>3</sup>

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<sup>3</sup> Methode alleges that "[o]n May 29, 2009, Delphi counsel affirmatively stated in writing that Delphi was not currently manufacturing or intending to manufacture any of the subject parts for future commercial use" and that this representation was false. First, this was pre-bar-date conduct of which Methode was fully aware at the time it entered into the stipulation in May 2010. Second, Methode misrepresents the substance of the response. Delphi truthfully disclosed that it was "producing bladders for the purpose of evaluating in-house production capabilities" and that "[w]hen, and if, a decision is made whether Delphi will use any commercial production capabilities for

As the Court noted in rejecting Methode's prior proposed counterclaim:

THE COURT: [W]hat happened here with the complaint is it actually became less specific, which gave me some pause because . . . I think it was really incumbent to be more specific as to what was the post-bar date conduct.

\* \* \*

. . . [W]e're just dealing with Methode's desire to comply with the bar date. . . . It may be hard for them to do. I'm assum -- well, I'm not going to assume, but one could perhaps infer that it was done this way because it couldn't be done specifically.

(July 22, 2010 Tr. 79, 82-83.) Here, much like the prior proposed counterclaim that the Court rejected, Count I superficially appears to be based on the August 2009 termination but is purposefully vague in incorporating all of Methode's allegations regarding pre-bar-date conduct and then vaguely alleging that "Delphi's conduct constitutes a breach of the three-year Agreement." (See ¶ 35.) Count II, on the other hand, is expressly based on alleged pre-bar-date conduct. (See ¶ 46 ("As a consequence of Delphi's silent fraud during negotiations for the three-year contract, Methode incurred substantial damages in an amount to be determined at trial."))

Accordingly, the court should again find the proposed counterclaim untimely and deny Methode's motion – this time with prejudice.<sup>4</sup>

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PODS bladders that it may or may not develop, Delphi will provide reasonable commercial notice of any such decision to Methode as may be required under our existing contracts." (Motion, Ex. 2, at 1, 2.)

<sup>4</sup> Methode argues that it should be permitted to assert an untimely counterclaim defensively as a set off against any affirmative claim DPH Holdings raised in the Michigan suit. However, the original suit Delphi initiated in Michigan sought to gain access to tooling drawings that Methode was wrongfully withholding. As discussed at the May 20, 2010 hearing, the Reorganized Debtors no longer need these drawings and intend to dismiss the affirmative claim. (May 20, 2010 Tr. pp. 59-60.)

**II. EVEN IF THESE CLAIMS WERE TIMELY, THE REORGANIZED DEBTORS' OBJECTION TO THEM SHOULD PROCEED IN THIS COURT**

**A. The Claim Of Fraud In Connection With The Preference Action Requires The Court To Interpret Its Own Orders**

The proposed counterclaim is premised on Methode's claim that Delphi induced Methode to enter into the Supply Agreement through "silent fraud" by "seeking and obtaining Bankruptcy Court orders allowing it to file the [preference] complaint 'under seal' and hidden from the public record." (Motion, Exh. 3, ¶ 39.) In addition, Methode alleges that Delphi committed a fraud upon the Court. (*Id.* ¶ 40 ("Delphi's representations to the Bankruptcy Court . . . [were] . . . utterly untrue.")) Even if these allegations were not time-barred, Methode's plan to pursue them in the Michigan state court would waste judicial resources. Quite clearly this Court is in a better position than the Michigan state court judge to evaluate whether Delphi made false representations or failed to comply with this Court's own orders. Indeed, the Court has consistently emphasized the strong rationale for liquidating Methode's administrative claim in the bankruptcy court if adjudication would require the Court to interpret its own orders.<sup>5</sup>

**B. A Claim That Delphi's Termination Right Is Unenforceable "Boilerplate" Is Inconsistent With Prior Contentions And Lacks Merit**

Count I alleges that the August 2009 termination constituted a breach of contract in light of all of the conduct alleged in the counterclaim – including conduct that occurred prior to first bar date for administrative claims. Even if Count I could be reformed to jettison reliance on pre-bar-date conduct and allege only that the termination was unlawful because "[t]he three-

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<sup>5</sup> Although it is unnecessary to refute the merits of Methode's claim, its argument that Delphi fraudulently concealed the preference action is specious. The First Amended Disclosure Statement, filed December 10, 2007, disclosed that preference actions that met a \$250,000 threshold and other criteria had been commenced and that the complaints initiating the actions had been filed under seal and would not be served until a later time. (DS 148-52.) The First Amended Disclosure Statement was served on all creditors as part of the solicitation materials. In addition, the Court approved each extension of the service deadline and Methode received electronic service of each motion and order.

year term negotiated by the parties overrides any general boilerplate terms relating to duration of the contract," the Court should not countenance a fourth attempt to allege a timely claim. To do so would unfairly reward Methode's sanctionable violations of the stipulation and the Court's prior orders.

Moreover, a stand-alone claim that the termination right is unenforceable "boilerplate" is also inconsistent with Methode's previous concession that it would need to plead that Delphi's allegedly wrongful conduct overcame the express termination right in the Supply Agreement. Methode has not previously contended that the Terms & Conditions were void as a matter of law because they were "boilerplate." Instead, Methode's prior proposed claims alleged that Delphi lost the right to terminate because of other wrongful conduct. As discussed in a prior colloquy with the Court:

THE COURT: I just don't think your complaint parses through this sufficiently. It really covers the gamut here. I mean, paragraph 2 is the key thing; it says "Due to Delphi's unlawful contract termination". It was unlawful. Right? It was unlawful for a reason.

MR. MAYER: Yes.

THE COURT: As per the contract, they had a right to terminate. So something else rendered it unlawful, right?

MR. MAYER: Yes.

THE COURT: So if that something else happened before the bar date and was covered by the bar date order, then, as I view it and as I view the prior order and the transcript, it's out, because it gives rise to the right. It gives right to the claim.

\* \* \*

THE COURT: Again, the termination here isn't the cause of action; it's the wrongful termination based on something that, as I gather, invalidates the right to termination.

MR. MAYER: Yes.

(July 2010 Tr. at 77-78; 80.) This concession should foreclose any request by Methode for leave to plead such a claim now.

In any event, a claim based solely on the argument that the Terms & Conditions are unenforceable "boilerplate" should be easily disposed of. Delphi's termination rights were specifically included as part of the parties' contract. In fact, during the negotiations of that agreement in 2008, Methode modified the Terms & Conditions by deleting some paragraphs entirely and substituting others with alternative clauses. Yet despite this specific negotiation, Methode left the termination rights intact. Under well-settled law, courts are bound to enforce a contract as written. Rory v. Cont'l Ins. Co., 703 N.W. 2d 23, 30 (Mich. 2005) ("A fundamental tenet of our jurisprudence is that unambiguous contracts are not open to judicial construction and must be enforced as written." (emphasis in original)); see also APJ Assocs., Inc. v. N. Am. Philips Corp., 317 F.3d 610, 614 (6th Cir. 2003) (finding termination-for-convenience clause unambiguous and precluding extrinsic evidence).

Moreover, because Delphi terminated the Supply Agreement in accordance with the terms of the contract, Methode's assertion of bad faith is unfounded. See Trionic Assocs. v. Harris Corp., 27 F. Supp. 2d 175, 182 (E.D.N.Y. 1998) (observing that "conduct which is expressly authorized by the contract cannot be said to breach the implied covenant [of good faith and fair dealing]" and holding that termination for convenience was not bad faith where expressly authorized by the parties' agreement) (applying Florida law), aff'd, 198 F.3d 235 (2d Cir. 1999).

Here, Methode has not put forward any legal support to show that it could plausibly prevail on a claim that the three-year term in the Supply Agreement renders the express termination-for-convenience provision void. This further counsels against transfer.



C. **The Court Retained Exclusive Jurisdiction And There Is No Compelling Reason To Transfer The Claim To Michigan**

This Court maintained exclusive jurisdiction to adjudicate claims like Methode's Contract Claim pursuant to Article XIII of the Modified Plan, which states that:

Pursuant to sections 105(a) and 1142 of the Bankruptcy Code, the Bankruptcy Court shall have exclusive jurisdiction of all matters arising out of, and related to, the Chapter 11 Cases and this Plan, including . . . to adjudicate any and all adversary proceedings, applications, and contested matters that may be commenced or maintained pursuant to the Chapter 11 Cases, this Plan, or that were the subject of proceedings before the Bankruptcy Court prior to the Effective Date, proceedings to adjudicate the allowance of Disputed Claims and Disputed Interests, and all controversies and issues arising from or relating to any of the foregoing[.]

Methode's argument that the parties are contractually required to resolve the Contract Action in Michigan pursuant to the terms of the forum selection clause stems from its misconception that this is a non-core proceeding. As discussed more fully below, however, claims for breach of contract arising from post-petition contracts fall within the core jurisdiction of the bankruptcy court. (See Section III.B, below.) Case law recognizes that "[a] debtor-in-possession or trustee . . . is not bound by a forum selection clause in an agreement provided the litigation at issue amounts to a core proceeding and is not inextricably intertwined with non-core matters." Official Comm. of Unsecured Creditors v. Transpacific Corp. Ltd. (In re Commodore Int'l, Ltd.), 242 B.R. 243, 261 (Bankr. S.D.N.Y. 1999); see also Statutory Comm. of Unsecured Creditors v. Motorola, Inc., (In re Iridium Operating LLC) 285 B.R. 822, 837 (S.D.N.Y. 2002) (following Commodore Int'l and stating that "[t]ransferring a core matter that is not "inextricably intertwined" with non-core matters adversely impacts the strong public policy interest in centralizing all core matters in the bankruptcy court" (citation omitted)).

Although the forum selection clause does not compel transfer, the Court could of course elect to transfer the action to Michigan state court if there were compelling reasons to do

so based on judicial economy. Here, however, the Michigan court would have no familiarity with a newly-minted claim that Delphi's Terms & Conditions are unenforceable "boilerplate." This Court is at least as competent as the Michigan court to interpret the Terms & Conditions, and this Court's claims procedures are much more efficient than civil litigation in a state trial court would be. Accordingly, there is no compelling reason to have Methode's administrative expense claim liquidated in Michigan state court.

**III. METHODE'S CONTRACT CLAIM IS A CLAIM FOR AN ADMINISTRATIVE EXPENSE AND IS WITHIN THE CORE JURISDICTION OF THIS COURT UNDER WELL-SETTLED PRINCIPLES OF BANKRUPTCY LAW.**

In addition to violating its stipulation, Methode also makes a number of arguments regarding the nature of its claim that contravene well-established Second Circuit precedent. There can be no doubt that Methode's Contract Claim is a claim for an administrative expense within the core jurisdiction of this Court.

**A. Methode's Claim Is An Administrative Claim**

Despite having filed its administrative expense claim, Methode now argues that its claim is not, in fact, and administrative claim because it arose "post-confirmation" in the ordinary course of business. This argument – variants of which Methode makes throughout the Motion – relies on the pretense of equating the initial confirmation of the plan, in January 2008, with the Effective Date in October 2009. Even though plan confirmation often cuts off the accrual of further administrative expenses, "[t]his is true because the 'estate' usually no longer exists after plan confirmation or, at the latest, after the effective date of the plan of reorganization." 4 Collier on Bankruptcy ¶ 503.06[3][a] at pp. 503-28 – 503-29 (16th ed. 2011). In Delphi's case, the estates revested in the Reorganized Debtors on the Effective Date of the modified plan, not on the date of confirmation. (Article 11.1)

Under the modified plan, an administrative expense claim includes "the actual, necessary costs and expenses, incurred on or after the Petition Date, of preserving the Estates and operating the business of the Debtors." (Article 1.4.) Although Methode cites National Union Fire Ins. Co. v. VP Buildings, Inc., for the proposition that a claim not payable for years after confirmation does not constitute an "administrative claim" (Motion at 37 n. 19), that case dealt with a claim the court determined did not arise until after the effective date. See 606 F.3d 835, 839 (6th Cir. 2010). As the Court in National Union Fire Insurance recognized, courts generally treat claims for post-petition, pre-effective date breach of contract as administrative expense claims. See Id. at 841 (concurring opinion). This is also well established under Second Circuit precedent. See Nostas Assocs. v. Costich (In re Klein Sleep Prods.), 78 F.3d 18, 26 (2d Cir. 1996) (claims arising "from contracts entered into by the trustee or debtor-in-possession [] are entitled to administrative expense priority.").

It is difficult to understand what Methode hopes to accomplish by now arguing for the first time that its claim is not an administrative expense claim. Under Article 11.2 of the Modified Plan, except as otherwise provided, the Reorganized Debtors were discharged of all liabilities that arose prior to the Effective Date.

**11.2 Discharge Of The Debtors.** Pursuant to section 1141(d) of the Bankruptcy Code, except as otherwise specifically provided in this Plan, Confirmation Order, or Modification Approval Order, the distributions and rights that are provided in this Plan shall be in complete satisfaction, discharge, and release, effective as of the Effective Date, of Claims and Causes of Action, whether known or unknown, against . . .the Debtors or any of their assets or properties . . . including, but not limited to, Claims and Interests that arose before the Effective Date . . . .

Thus, if the Contract Claim is not an administrative expense claim that was preserved by the timely filing of a claim under the terms of the plan, then it was discharged and Methode is enjoined from prosecuting it.

Methode also purports to withdraw its claim, noting that "[a] proof of claim may be withdrawn pursuant to Bankruptcy Rule 3006 as a matter of right[.]" (Motion at p. 25 n. 11.) The following sentence of Rule 3006, however, provides that a creditor may not withdraw its claim after an objection to the claim is filed "except on order of the court." Any order permitting withdrawal of Methode's claim should deny Methode's Contract Claim with prejudice, require dismissal with prejudice of the Michigan state court action, and expressly enjoin further related litigation.

**B. The Court Has Core Subject Matter Jurisdiction**

Although the Modified Plan provides for the Court's retention of exclusive jurisdiction of, among other things, "proceedings to adjudicate the allowance of Disputed Claims and Disputed Interests, and all controversies arising from or relating to any of the foregoing" (Modified Plan, Art. XIII), Methode argues that the Court lacks subject matter jurisdiction over the Michigan counterclaim. As Methode acknowledges, however, the Second Circuit has expressly found that any cause of action stemming from a contract entered into and breached post-petition is a core proceeding because the adjudication of post-petition contract claims is an integral part of administering the estate. Ben Cooper, Inc. v. Ins. Co. of Pa. (In re Ben Cooper, Inc.), 896 F.2d 1394, 1399-1400 (2d Cir. 1990) ("We hold, therefore, that the bankruptcy court has core jurisdiction, pursuant to § 157(b)(2)(A), over contract claims under state law when the contract was entered into post-petition."); see also U.S. Lines, Inc. v. Am. Steamship Owners Mut. Prot. & Indem. Assoc. (In re U.S. Lines, Inc.), 197 F.3d 631, 637-38 ("The Bankruptcy Court has core jurisdiction over claims arising from a contract formed post-petition . . .").

Methode cites a number of inapposite cases discussing whether a creditor who files a proof of claim in the bankruptcy court thereby consents to the bankruptcy court's jurisdiction over the debtor's pre-petition counterclaim against the creditor. (Motion at 22-25

(citing Piombo Corp. v. Castlerock Props., (In re Castlerock Properties), 781 F.2d 159, 162-63 (9th Cir. 1986); Kamine/Besicorp Allegany, L.P. v. Rochester Gas & Elec. Co., (In re Kamine/Besicorp Allegany, L.P.), 214 B.R. 953, 969 (Bankr. D.N.J. 1993).) As discussed above, however, the Court has core jurisdiction over disputes arising from post-petition contracts. This would be true whether or not Methode had filed a proof of claim for an administrative expense.

Methode attempts to distinguish this controlling precedent on the ground that the contract dispute first arose after confirmation of Delphi's plan of reorganization in January 2008. Again conflating confirmation with the emergence, Methode argues that the bankruptcy court's jurisdiction became "severely limited" at the moment the plan was confirmed in January 2008. (Motion at 26 (citing Penthouse Media Group v. Guccione (In re General Media, Inc.), 335 B.R. 66, 73 (Bankr. S.D.N.Y. 2005) (stating that "all courts that have addressed the question have ruled that once confirmation occurs, the bankruptcy court's jurisdiction shrinks.")).) Despite its use of the term "post-confirmation jurisdiction," however, the Court in General Media was dealing with not just "post-confirmation" but "post-effective date" litigation. See 335 B.R. 68 & n.1 (showing that acquirer of reorganized debtors sued former CEO for turnover of property nearly eleven months after effective date of the plan.) Nothing in General Media or the other cases cited by Methode addresses post-confirmation, pre-effective date jurisdiction.

Methode also cites two cases that purportedly stand for the proposition that "Contacts are treated as post-confirmation contracts for jurisdictional purposes, even where, as in this case, the court holds a second confirmation hearing with respect to the second, modified plan." (Motion at 26, n. 12.) However, in both cases, the modification hearing at issue occurred after the effective date of the plan. See Coastal Petroleum Corp. v. Second Medina Corp., (In re Coastal Petroleum Corp.), 142 B.R. 177, 179 (Bankr. N.D. Ohio 1992) (no jurisdiction over

contract dispute where "the agreement's execution . . . occurred post-confirmation while the reorganized Coastal had emerged from bankruptcy and had been revested with its assets"); Victorian Park Assocs. v. Patrician Mortgage Co., No. 95 C 7643, 1997 WL 264401, at \*1 (N.D. Ill. May 9, 1997) (no jurisdiction because "once the Third Plan was confirmed the property revested in the debtor, no estate remained to be administered and the Bankruptcy Code provisions governing debtors and creditors no longer apply").

Moreover, in a prior bench ruling in this case, the Court determined that the concerns expressed in General Media are not applicable to a case such as this one where the reorganized debtor is not carrying on an ongoing reorganized business but exists to deal with remaining claims against the estate. Ace American Ins. Co. v. DPH Holdings Corp. (In re DPH Holdings Corp.), Jan. 26, 2010 Tr. at 11-13, aff'd, 437 B.R. 88, 97-98 (S.D.N.Y. 2010). Here, the plan fully reserved this Court's exclusive jurisdiction over administrative claims and Methode's administrative claim bears a close nexus to the Court's core function of dealing with claims against the estate. Determination of the timeliness of Methode's administrative expense claim is clearly within the Court's core jurisdiction. In addition, Methode's \$40 million claim was not contemplated at the time the plan was confirmed and its allowance would unquestionably have a detrimental if not fatal effect on the Reorganized Debtors' ability to carry out the terms of the plan.

**C. The Plan Injunction Applies To The Michigan Action**

Methode cites a wholly inapplicable procedural rule to argue that the plan injunction is unenforceable. Federal Rule of Bankruptcy Procedure 2002(c)(3) was amended in 2001 to add a requirement that "[i]f a plan provides for an injunction against conduct not otherwise enjoined under the Code, the notice [of the confirmation hearing] shall . . . (B) describe briefly the nature of the injunction; and (C) identify the entities that would be subject to

the injunction." Methode claims Delphi "ignored" this rule by failing to identify "the entities that would be subject to the injunction."

As the Advisory Committee recognized in its comments on the 2001 Amendment, however, this rule only applies to notice of injunctions beyond those provided for in the Code – such as injunctions in favor of non-debtors.

For example, if a plan contains an injunction against acts to collect a discharged debt from the debtor, Rule 2002(c) would not apply because that conduct would be enjoined under § 524(a)(2) upon the debtor's discharge. But if a plan provides that creditors will be enjoined from asserting claims against persons who are not debtors in the case, the notice of the confirmation hearing must include the information required under Rule 2002(c)(3) because that conduct would not be enjoined by operation of the Code.

See Fed. R. Bankr. P. 2002, Advisory Committee Notes to 2001 Amendments.

The Code provides that the discharge of the debtor "operates as an injunction against the commencement or continuation of an action . . . to collect" a discharged debt. 11 U.S.C. 524(a)(2). Because Methode's Michigan suit was enjoined by operation of the Code, Rule 2002 is inapplicable.<sup>6</sup>

**D. There Is No Basis For Mandatory Abstention**

As Methode concedes, mandatory abstention applies only to claims in which the bankruptcy court is exercising "related to" jurisdiction. Because Methode's counterclaim is a core proceeding, there can be no mandatory abstention. In addition, the abstention motion is untimely as Methode is raising it more than 15 months after its original motion in this matter and 21 months after the plan injunction became effective.

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<sup>6</sup> Even if Rule 2002 were otherwise applicable, the rule does not require a listing by name of every party subject to the injunction. Here, thousands of parties are subject to the plan injunction and it would be infeasible to list them all by name rather than by class or category. See 2001 Advisory Committee Notes ("For example, it may be sufficient for the notice to identify the entities as 'all creditors of the debtor' and for the notice to be published in a manner that satisfies due process requirements."). Moreover, "[t]he validity and effect of any injunction provided for in a plan are substantive law matters that are beyond the scope of these rules." Id.

WHEREFORE, the Reorganized Debtors respectfully request that this Court enter an order denying Methode's motion for leave to file its amended counterclaim in Michigan and granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York  
August 18, 2011

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
Lee P. Garner  
155 North Wacker Drive  
Chicago, Illinois 60606

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors



# **EXHIBIT E**

Company	Contact	Address1	Address2	City	State	Zip
Ex Cell O Machine Tools Inc.	Wolfson Bolton PLLC	Attn: Anthony J. Kochis, Esq.	3150 Livernois, Suite 275	Troy	MI	48083
Kostal, Kostal Mexicana, Mexicana S.A. de C.V. and Kostal of America Inc.	Miller, Canfield, Paddock and Stone, P.L.C.	Attn: Susan I. Robbins, Esq.	500 Fifth Avenue, Suite 1815	New York	NY	10018
Kostal, Kostal Mexicana, Mexicana S.A. de C.V. and Kostal of America Inc.	Miller, Canfield, Paddock and Stone, P.L.C.	Attn: Donald J. Hutchinson, Esq. and Eric D. Carlson, Esq.	150 West Jefferson Avenue, Suite 2500	Detroit	MI	48226
NGK, NGK Automotive Ceramics, NGK Automotive Ceramics USA, Inc. and NGK Spark Plug Mfg. (USA) Inc.	Warner Norcross & Judd LLP	Attn: Michael B. O'Neal, Esq.	900 Fifth Third Center 111 Lyon Street, NW	Grand Rapids	MI	49503-2487
NSK Steering Systems	Miller, Canfield, Paddock and Stone, P.L.C.	Attn: Susan I. Robbins, Esq.	500 Fifth Avenue, Suite 1815	New York	NY	10018
NSK Steering Systems	Miller, Canfield, Paddock and Stone, P.L.C.	Attn: Donald J. Hutchinson, Esq. and Eric D. Carlson, Esq.	150 West Jefferson Avenue, Suite 2500	Detroit	MI	48226
ThyssenKrupp Waupaca, Inc.	Stinson Morrison Hecker LLP	Attn: Mark A. Shaiken, Esq.	1201 Walnut Street	Kansas City	MO	64106

Company	Contact	Address1	Address2	City	State	Zip	Country
ACCESS ONE TECHNOLOGY	Anthony J Kochis Scott A Wolfson	WOLFSON BOLTON PLLC	3150 Livernois Ste 275	Troy	MI	48083	
APPLIED BIOSYSTEMS		850 Lincoln Center Dr		Foster City	CA	94404	
BLAIR STRIP STEEL CO J Lawniczak	N Wheatley T Patton J Robertson	Calfee Halter & Griswold LLP	800 Superior Ave KeyBank Ste 1400	Cleveland	OH	44114	
BP North America Castrol Unifrax	J Kreher M Reyen D Piazza	Hodgson Russ LLP	140 Pearl St Ste 100 Guaranty Bldg	Buffalo	NY	14202-4040	
BP North America Castrol Unifrax	James S Carr Gilbert R Saydah	Kelly Drye & Warren LLP	101 Park Avenue	New York	NY	10178	
CALSONIC CORP	Roger G Jones Austin L McMullen	Bradley Arant Boulton & Cummings LLP	1600 Division Street Ste 700	Nashville	TN	37203	
CAMPBELL MARSHALL E CO	T Allen Francis	Fletcher Fealko Shoudy & Francis PC	522 Michigan St	Port Huron	MI	48060	
CARETOOLS	Jeffrey Vanacore Aram Ordubegian	Arent Fox LLP	555 West Fifth Street 48th FL	Los Angeles	CA	90013	
CARLISLE & CARLISLE COMPANIES INC	T S Cobb J CookDubin L Pierce Reisz	Vorys Sater Seymour and Pease LLP	52 E Gay Street PO Box 1008	Columbus	OH	43216-1008	
CENTURY SERVICES INC	Harvey Chaiton	Chations LLP	5000 Yonge Street 10th Floor	Toronto		M2N 7E9	Canada
CIRCLE PLASTICS	C/O Tri Mold LLC	200 Pittsburgh Road		Circleville	OH	43113-9288	
D & S MACHINE PRODUCTS INC	Michael B O'Neal Michael G Cruse	Warner Norcross & Judd LLP	900 Fifth Third Ctr 111 Lyon St NW	Grand Rapids	MI	49503-2487	
DECATUR PLASTIC PRODUCTS INC	David J Jurkiewicz	Bose McKinney & Evans LLP	111 Monument Circle Ste 2700	Indianapolis	IN	46204	
DOSHI PRETTL INTERNATIONAL	Christopher Cahill Robert D Gordon	Clark Hill PLC	151 South Old Woodward Ave Ste 200	Birmingham	MI	48009	
DOVE EQUIPMENT CO INC	Melissa A Pena	Norris McLaughlin & Marcus PA	875 Third Ave 8th Fl	New York	NY	10022	
DOVE EQUIPMENT CO INC	William R Kohlhase	Miller Hall & Triggs	416 Main Street Ste 1125	Peoria	IL	61602-1161	
DR SCHNEIDER	Donald J Hutchinson Susan J Robbins	Miller Canfield Paddock & Stone PLC	150 W Jefferson Ave Ste 2500	Detroit	MI	48226	
DSSI LLC	Claude Bowles	Greenbaum Doll & McDonald PLLC	3500 National City Twr 101 S 5th St	Louisville	KY	40202	
DURASWITCH INDUSTRIES INC	INPLAY TECHNOLOGIES	C/O BUSINESS FILINGS INCORPORATED	2394 E CAMELBACK RD	PHOENIX	AZ	85016	
Elkart Products	David A Rosenzweig	FULBRIGHT & JAWORSKI LLP	666 Fifth Avenue	New York	NY	10103	
EQUIS CORPORATION	Jason V Stitt	Keating Muething & Klekamp PLL	The Prudential Twr 800 Boylston St	Boston	MA	02199	
FA TECH CORP	Lawrence F Morrison	Meister Seeling & Fein LLP	One East Fourth Street Ste 1400	Cincinnati	OH	45202	
FERNANDEZ RACING LLC	Lawrence F Morrison	Meister Seeling & Fein LLP	140 East 45th Street 19th Fl	New York	NY	10017	
FLORIDA PRODUCTION ENGINEERING INC	John B Persiani	Dinsmore & Shohl LLP	2555 E 5th St Ste 1900	Cincinnati	OH	45202	
FLUENT INC	K Brent Tomer Goodwin Procter LLP	The New York Times Building	620 Eighth Avenue	New York	NY	10018-1405	
GLOBE MOTORS INC	Colleen McManus	Much Shelist Denenbrg Amnt Rubenstn	191 North Wacker Drive Ste 1800	Chicago	IL	60606	
Grace Davidson	C Greco M Dexter M Klugman	Kirkland & Ellis LLP	601 Lexington Ave	New York	NY	10022	
HAGUE WM CO	Bruce Weiner	Rosenberg Musso & Weiner LLP	26 Court St	Brooklyn	NY	11242	
HERAEUS METALS PROCESSING	William M Barron Beth Kibel	Smith Gambrell & Russell LLP	250 Park Avenue Ste 1900	New York	NY	10177	
HERAEUS PRECIOUS METALS	William M Barron Beth Kibel	Smith Gambrell & Russell LLP	250 Park Avenue Ste 1900	New York	NY	10177	
HSS LLC	Dennis M Haley	Winegarden Haley Lindholm Robertson	G-9460 S Saginaw Street Ste A	Grand Blanc	MI	48439	
INTEC GROUP	Michael L Schein William Thorsness	Vedder Price PC Stephanie K HorChen	1633 Broadway 47th Floor	New York	NY	10019	
JAMESTOWN CONTAINER	Beverly Braun	Jaeckle Fleischmann & Muegel LLP	12 Fountain Plaza	Buffalo	NY	14202-2292	
LANEKO ENGINEERING CO WACHOVIA BANK	Derek J Baker	Reed Smith LLP	2500 One Liberty Place	Philadelphia	PA	19103	
MAGNESIUM ELECTRON INC	Stephen M Packman	Archer & Greiner PC	2 Penn Plaza Suite 1500	New York	NY	10121	
MERRILL TOOL & MACHINE	Corey D Grandmaison	Braun Kendrick Finkbeiner PLC	4301 Fashion Square Boulevard	Saginaw	MN	48603	
METHODE ELECTRONICS INC	T McFadden C Barr A M Walshk	Locke Lord Bissell & Liddell LLP	111 South Wacker Drive	Chicago	IL	60606	
MICROCHIP TECHNOLOGY INC	Jonathan I Levine	Andrews Kurth LLP	450 Lexington Ave 15th Fl	New York	NY	10017	

Company	Contact	Address1	Address2	City	State	Zip	Country
MONROE INC	Robert D Wolford	Miller Johnson	250 Monroe Avenue NW Suite 800	Grand Rapids	MI	49501-0306	
Mubea	Michael G Cruse Anissa C Hudy	Warner Norcross & Judd LLP	12900 Hall Rd Ste440	Sterling Heights	MI	48313	
MULTITRONICS INC	Patrick Darby	Bradley Arant Boult Cummings LLP	One Federal Pl 1819 5th Ave North	Birmingham	AL	35203	
ND AMC LLC	Dan E Bylenga Rhoades McKee PC	161 Ottawa NW Suite 600		Grand Rapids	MI	49503	
NXP - PHILIPS SEMICONDUCTOR	Robert N Michaelson	The Michaelson Law Firm	11 Broadway Ste 615	New York	NY	10004	
OWENS CORNING	H Buswell Roberts	Shumaker Loop & Kendrick LLP	2001 South Main Street Unit 206-A	Blacksburg	VA	24060	
PARK ENTERPRISES	John K McAndrew	700 Crossroads Building	2 State Street	Rochester	NY	14614	
PARK OHIO INDUSTRIES	J Lawniczak N Wheatley T Patton	Calfee Halter & Griswold LLP	800 Superior Ave KeyBank Ste 1400	Cleveland	OH	44114	
PBR COLUMBIA LLC	Michael B O'Neal	Warner Norcross & Judd LLP	900 Fifth Third Ctr 111 Lyon St NW	Grand Rapids	MI	49503-2487	
POLAR OIL	Chad Hansen	Taft Stettinius & Hollister LLP	110 North Main St Suite 900	Dayton	OH	45402-1786	
PONTIAC COIL INC	James E DeLne PWarren Hunt	Kerr Russell and Weber PLC	500 Woodward Avenue Ste 2500	Detroit	MI	48226	
PRO TECH MACHINE	Susan M Cook	Lambert Leser Isackson Cook Giunta	916 Washington Ave Ste 309	Bay City	MI	48708	
PRODUCT ACTION INT'L INC	Whitney L Mosby	Bingham McHale LLP	10 West Market St #2700	Indianapolis	IN	46204	
REPUBLIC ENGINEERED PRODUCTS	Douglas L Lutz Lindsay F Baker	Frost Brown Todd LLC"	2200 PNC Ctr 201 E Fifth St	Cincinnati	OH	45202	
RIECK GROUP LLC	Lauren M McEvoy Jennifer Maffet	Thompson Hine LLP	335 Madison Ave 12th Fl	New York	NY	10017	
ROTOR COATERS INTERNATIONAL	Aaron M Silver	Honigman Miller Schwartz & Cohn LLP	660 Woodward Ave 2290 1st Natl Bldg	Detroit	MI	48226-3506	
SELECT TOOL & DIE CORP	Emily C McNicholas	Taft Stettinius & Hollister LLP	425 Walnut Street Suite 1800	Cincinnati	OH	45202-3957	
SOLID STATE STAMPING INC	David C McGrail	Law Offices of David C McGrail	676 Ninth Avenue #211	New York	NY	10036	
SPARTECH POLYCOM	Christopher J Lawhorn	Bryan Cave LLP	211 North Broadway	St Louis	MO	63102	
SPRIMAG INC	Douglas L Lutz Lindsay F Baker	Frost Brown Todd LLC	2200 PNC Ctr 201 E Fifth St	Cincinnati	OH	45202	
STAPLA ULTRASONICS CORP	Pat Howell	Whyte Hirschboeck Dudek SC	555 E Wells St	Milwaukee	WI	53202-3835	
STARBROOK INDUSTRIES INC	Max Huffman	Spiliter Huffman & Newlove LLP	932 Dixie Hwy	Rossford	OH	43460	
STEERE ENTERPRISES INC	Kate M Bradley	Brouse McDowell LPA	388 S Main Street Ste 500	Akron	OH	44311-4407	
STEPHENSON & SONS ROOFING	Rozanne M Giunta	Lambert Leser Isackson Cook Giunta	916 Washington Ave Ste 309	Bay City	MI	48708	
SUMMIT POLYMERS INC	Bryan R Walters Varnum LLP	Bridgewater Place	PO Box 352	Grand Rapids	MI	49501-0352	
TATA AMERICA INTNL CORP	J Carr J Bergman G Saydah	Kelly Drye & Warren LLP	101 Park Avenue	New York	NY	10178	
TECH CENTRAL	IW Winsten	Honigman Miller Schwartz & Cohn LLP	660 Woodward Ave 2290 1st Natl Bldg	Detroit	MI	48226-3506	
TIMKEN	James M Sullivan Moses & Singer LLP	The Chrysler Building	405 Lexington Avenue	New York	NY	10174	
UVA MACHINE COMPANY	Robert F Brown	Rendigs Fry Kiely & Dennis LLP	One West Fourth Street Ste 900	Cincinnati	OH	45202	
VANGUARD DISTRIBUTORS INC	Louis G McBryan	Howick Westfall McBryan Kaplan LLP	3101 Tower Creek Pkwy Ste 600	Atlanta	GA	30339	
VICTORY PACKAGING	I Herman J Christian G Farina	Thompson & Knight LLP	900 Third Avenue 20th Floor	New York	NY	10022-4728	
WELLS FARGO BUSINESS	Jeffrey A Wurst	1425 RXR Plaza	East Tower 15th Floor	Uniondale	NY	11556-1425	
WESTWOOD ASSOCIATES INC	Douglas S Skalka Louis J Testa	Neubert Pepe & Monteith PC	195 Church Street	New Haven	CT	06510	
WILLIAMS ADVANCED MATERIALS EF	Nathan A Wheatley	Calfee Halter & Griswold LLP	800 Superior Avenue	Cleveland	OH	44114-2688	

# **EXHIBIT F**

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DPH Holdings Corp.  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Locke Lord Bissell & Liddell LLP	Ann Marie Walsh	Timothy S McFadden	111 South Wacker Dr	Chicago	IL	60606
Locke Lord Bissell & Liddell LLP	C Guerry Collins	300 S Grand Ave Ste 2600		Los Angeles	CA	90071
Wachtell Lipton Rosen & Katz	Douglas K Mayer Emil A Kleinhaus	Alexander B Lees	51 West 52nd St	New York	NY	10019